# WO KEE HONG (HOLDINGS) LIMITED

10/F, BLOCK A, WO KEE HONG BLDG., 585-609 CASTLE PEAK ROAD, KWAI CHUNG, N.T., HONG KONG. TELEPHONE: (852) 2869 1190 FACSIMILE: (852) 2521 7198 E-mail: cosec@wokeehong.com.hk

19 June 2006

Securities and Exchange Commission Office of International Corporate Finance Division of Corporate Finance 450 Fifth Street, N.W. Washington, D.C.20549 United States of America

Attn.: Mr. Frank Zarb, Esq.

Dear Sirs,

Re: Wo Kee Hong (Holdings) Limited

Rule 12g3-2(b) Exemption

File No.82-3990





Pursuant to Rule 12g3-2(b)(1)(iii), and on behalf of Wo Kee Hong (Holdings) Limited (the "Company"), enclosed are the documents described on Annex A hereto for your attention.

These documents supplement the information previously provided with respect to the Company's request for exemption under Rule 12g3-2(b), which was established on 23<sup>rd</sup> February 1995.

This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned at (852) 2514 4880 in Hong Kong if you have any questions.

Please acknowledge receipt of this letter and the enclosed materials by date-stamping the enclosed receipt copy of this letter and please return it to Mr Daniel L.Goelzer, Baker & McKenzie, 815 Connecticut Avenue, N.W., Washington D.C.20006-4078, U.S.A.

Thank you for your attention.

Yours faithfully,

For and on behalf of

Wo Kee Hong (Holdings) Limited

Phyllis Ng

Company Secretary

Encl.

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- Item no. 2 2005 Annual Report
  - 2005 Final Results Announcement published in The Standard (English Version) and Hong Kong Economic Times (Chinese Version) on 12 April 2006
- Item no. 9 Notice of Board Meeting dated 6 April 2006
- Item no. 12 Circular "Proposed Directors for Re-election" dated 25 April 2006
  - Circular "Proposed Share Consolidation, General Mandate to Repurchase Securities and General Mandate to Issue New Shares and Notice of Special General Meeting" dated 25 April 2006
- Item no. 14 Notice of Annual General Meeting dated 25 April 2006
- Item no. 21 Director's/Chief Executive's Notice (Form 1) dated 18 March 2006 (SYH)

  Director's/Chief Executive's Notice (Form 1) dated 15 June 2006 (SYH)

  Director's/Chief Executive's Notice (Form 1) dated 15 June 2006 (SYH)
- Item no. 26 -Director's/Chief Executive's Notice (Form 3A) dated 18 March 2006 (RL) Director's/Chief Executive's Notice (Form 3A) dated 21 March 2006 (WSL) Director's/Chief Executive's Notice (Form 3A) dated 22 March 2006 (SS) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (RL) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (RL) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (KHY) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (KHY) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (MBL) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (MBL) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (SS) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (SS) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (CML) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (CML) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (BST) Director's/Chief Executive's Notice (Form 3A) dated 15 June 2006 (WSL)
- Item no. 27 Board Minutes dated 21 March 2006

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2006 JUN 22 P 1:26

OFFICE OF INTERMATION (). CORPORATE FINANCE

Annex A to Letter to the	ie S	SEC date	ed
19 June	. ,	2006	of
Wo Kee Hong (Holdin	gs)	Limited	d

The documents checked below are being furnished to the SEC to supplement information provided with respect to the Company's request for exemption under Rule 12g3-2, which exemption was established on February 23, 1995:

		DESCRIPTION OF DOCUMENT	CHECK IF ENCLOSED
1.	Title:	Memorandum and Articles of Association	
	Date:	Upon incorporation	
	Entity	requiring item:	
		Hong Kong Companies Registry ("the Companies Registry") under the Companies Ordinance of Hong Kong (the "Companies Ordinance").	N/A
2.	Title:	Annual Report	
	Date:	Within four months of the end of the fiscal year and not less than 21 days before Annual General Meeting	
	Entity	requiring item:	
		The Stock Exchange of Hong Kong Limited ("HKSE") pursuan to Exchange Listing Agreement.	t See attached
3.	Title:	Half Yearly Report and Preliminary Announcement	
	Date:	Within three months of the end of half year period	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	N/A

4.	Title:		cation of Changes in Officers tors, Secretaries and Auditors)	
	Date:	Immed	diately upon change	i i
	Entity	requirii	ng item:	
		(a)	Companies Registry pursuant to the Companies Ordinance; and	i i
		(b)	HKSE pursuant to Exchange Listing Agreement.	N/A
5.	Title:	Notific of Bus	cation of Changes in Registered Office or Principal Place siness	
	Date:	Immed	diately upon change	
	Entity	requirii	ng item:	
		(a)	Companies Registry pursuant to the Companies Ordinance; and	
		(b)	HKSE pursuant to Exchange Listing Agreement.	N/A
6.	Title:	Notific	cation of Changes in Rights attaching to Securities	
	Date:	Immed	diately upon change	
	Entity	requirii	ng item:	
		(a)	Companies Registry pursuant to the Companies Ordinance; and	
		(b)	HKSE pursuant to Exchange Listing Agreement.	N/A

7.	Title:	Notification of Material Events to Keep Market Fully Informed	:
	Date:	As soon as reasonably practicable (as a practical measure, immediately)	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	N/A
8.	Title:	Notification of "Notifiable Transactions"	
	Date:	As soon as possible after terms of transaction have been agreed (as a practical measure, immediately)	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	N/A
			į
9.	Title:	Notification of Meetings of Board of Directors at which:	•
		<ul> <li>(i) a dividend is declared; or</li> <li>(ii) a recommendation to do so is made; or</li> <li>(iii) any announcement relating to profits or losses is to be approved for publication</li> </ul>	
	Date:	At least three business days prior to meeting	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	See attached
10.	Title:	Notification of Reasons for Allotment of Shares	
	Date:	Not later than morning of next business day after allotment letters or documents of title are dispatched	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	N/A

11.	Title:	Notification of Repurchases of Company's Shares	
	Date:	As soon as possible (but no later than 9:30 a.m. on business day following repurchase)	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	N/A
12.	Title:	All Circulars Sent to Shareholders	3
	Date:	Simultaneously with dispatch to Shareholders	
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	See attached
13.	Title:	Notification of Winding Up Proceedings (or Similar Actions)	
	Date:	Immediately matter becomes known	
	Entity	requiring item:	į
		HKSE pursuant to Exchange Listing Agreement.	N/A
14.	Title:	Notification of Annual General Meetings	
	Date:	Within 14 or 21 days of meeting	i
	Entity	requiring item:	
		HKSE pursuant to Exchange Listing Agreement.	See attached

		Comp	anies Registry pursuant to the Companies Ordinance.	N/A
	Entity	requiri	ng item:	
	Date:	Within	n 14 days of meeting	
18.	Title:		cation of All Special Resolutions Passed ( <u>i.e.</u> , resolutions mbers requiring approval of 75% of votes cast at a general ng)	
		(b)	HKSE pursuant to Exchange Listing Agreement.	N/A
		(a)	Companies Registry pursuant to the Companies Ordinance; and	
	Entity	y requiring item:		
	Date:	As req	quired	
17.	Title:	Prospe	ectus	
		Comp	anies Registry pursuant to the Companies Ordinance.	N/A
	Entity	requirii	ng item:	
	Date:	42 day	ys after annual general meeting	
16.	Title:	Filing	of Annual Return	
		HKSE	E pursuant to Exchange Listing Agreement.	N/A
	Entity	requirii	ng item:	
	Date:	Immed	diately Company becomes aware	
15.	Title:		cation of When Shares Held by Public Fall Below ribed Percentage (25%)	

19.	Title:	Noti	ification of Board Approvals for:	
		(i)	decision to make or recommend declaration of distribution to security holders;	
		(ii)	decision not to make or recommend declaration of distribution to security holders which would otherwise have been expected;	
		(iii)	preliminary announcements of profits or losses;	
		(iv)	proposed changes to capital structure, including redemption of securities; and	
		(v)	changes to general character of nature of business	
	Date:	Imm	nediately after meeting; however, must be during non-trading	
	Entity	requi	ring item:	
		HKS	SE pursuant to Exchange Listing Agreement.	N/A
20.	Title:		ification of Issue of Securities under Authority of General adate (i.e., Placements)	
	Date:	Nex	t business day	
	Entity	requi	ring item:	
		HKS	SE pursuant to Exchange Listing Agreement.	N/A
21.	Title:	Indi	vidual substantial shareholder notices	
	Date:	Thre	ee calendar days after reportable change in ownership	
	Entity	requi	iring item:	
		HK!	SE pursuant to the Securities and Futures Ordinance.	See attached

22.	Title:	Corporate substantial shareholder notices	
	Date:	Three calendar days after reportable change in ownership	
	Entity	requiring item:	
		HKSE pursuant to the Securities and Futures Ordinance.	N/A
23.	Title:	Return of Allotment	
	Date:	Eight weeks after allotment	
	Entity	requiring item:	
		Companies Registry pursuant to the Companies Ordinance.	N/A
24.	Title:	Notice of Dissolution	
	Date:	Minimum of one month prior to publication in Hong Kong Gazette	
	Entity	requiring item:	
		Companies Registry pursuant to the Companies Ordinance.	N/A
25.	Title:	Notification of all changes regarding the Memorandum and Articles of Association, the Company name, person authorized to accept service, or charges over Hong Kong properties.	
	Date:	Immediately upon change	
	Entity	requiring item:	
		Companies Registry pursuant to the Companies Ordinance.	N/A

## 26. Other:

Title: Director's / Chief Executive's Notices

Date: Three calendar days after reportable change in ownership

Entity requiring item:

HKSE pursuant to the Securities and Futures Ordinance.

See attached

# 27. Other:

Title: - Expiry of Share Options

See attached

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# Wo Kee Hong (Holdings) Limited CORPORATE FINANCE (Incorporated in Bermuda with limited liability)

To: Mr. Wing Sum LEE

Mr. Richard Man Fai LEE

Mr. Sammy Chi Chung SUEN

Mr. Jeff Man Bun LEE

Mr. Tik Tung WONG

Mr. Waison Chit Sing HUI

Mr. Boon Seng TAN

Mr. Raymond Cho Min LEE

Mr. Ying Kwan CHEUNG

Ms. Kam Har YUE

Notice is hereby given that a Meeting of the Directors of the Company will be held at the Conference Room 2 of Business Center (LG level), JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 11 April 2006 at 11:00 a.m. for the following purposes:-

### AGENDA

- 1. To approve the draft audited consolidated final results of the Group for the year ended 31 December 2005:-
  - (a) To approve the draft press announcement of final results 2005.
  - (b) To approve the draft Annual Report 2005.
- 2. To consider the final dividend for the year ended 31 December 2005.
- 3. To review the Group's Management Plan to 31 December 2006.
- 4. For the Annual General Meeting,
  - (a) To approve the draft Notice of Annual General Meeting.
  - (b) To note that Mr. Sammy Chi Chung SUEN and Mr. Boon Seng TAN will retire by rotation and, being eligible, offer themselves for re-election as Directors of the Company at the forthcoming Annual General Meeting.
  - (c) To note that Mr. Ying Kwan CHEUNG and Mr. Waison Chit Sing HUI will retire from office and, being eligible, offer themselves for re-election as Directors of the Company at the forthcoming Annual General Meeting.
  - (d) To note that Mr. Richard Man Fai LEE will retire voluntarily from office and, being eligible, offer himself for re-election as Director of the Company at the

forthcoming Annual General Meeting.

- (e) To consider the payment of Directors' fees and remuneration.
- (f) To note that Messrs. HLB Hodgson Impey Cheng will retire and, being eligible, offer themselves for re-election at the forthcoming Annual General Meeting.
- (g) To approve the draft circular relating to the Proposed Directors for re-election.
- 5. To discuss the proposed consolidation of every ten existing shares of HK\$0.10 each into one share of HK\$1.00 each of the Company ("Share Consolidation"):-
  - (i) To put forward to the Shareholders a proposal of Share Consolidation in the forthcoming Special General Meeting to be held on 15 June 2006 ("SGM").
  - (ii) To approve the draft Notice of the SGM.
  - (iii) To approve the draft circular relating to the Share Consolidation.
  - (iv) To authorise the setting up of a working committee to take necessary actions to effect the Share Consolidation.
- 6. (a) To approve the draft circular relating to the general mandates to repurchase securities and to issue new shares of the Company ("General Mandates").
  - (b) To put forward to the shareholders a proposal to grant the General Mandates to the Directors in the SGM.
- 7. To receive the internal control report and review the effectiveness of the internal control system of the Group.
- 8. To consider the amendment of the Terms of Reference of the Executive Directors' Committee of the Company.
- 9. To ratify the announcements made for the period from 1 January 2005 to 31 December 2005 and authorise any one of the Directors or the Company Secretary to release the announcements upon request of the Stock Exchange after enquiry made to the Directors.
- 10. To note the list of documents under seal approved for the period from 1 July 2005 to 31 December 2005.
- 11. To transaction any other business.

Dated this the 6th day of April 2006.

Phyllis Sum Yu NG

Company Secretary

### WO KEE HONG (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liabili (Stock Code: 720)

#### 2005 FINAL RESULTS

WO KEE HONG (HOLDINGS) LIMITED is a holding company with major subsidiaries engaged in the import, marketing, distribution and after-sales service of high quality, brand-name products serving customers in the Asian region and in particular, the markets of mainland People's Republic Grofinian (PRCV). Hong Kong, Macs Singapors and Malaysia. The products include principallylair-conditioning domestic appliances, audio-visual electrical items including car audio; motor vehicles and accessories; and other electronic moducts.

der dade, moter remotes and decessories, and date, electronic	products.
FINANCIAL HIGHLIGHTS	"是基础是现在,还是成本的基础。"于"基本特殊不同"和
	Growth
* Turnover - HK\$689.8 million	11.5%
Profit attributable to equity holders of the Company – HK.	\$35.5 million. 1959.3%.
· Basic earnings per share - HK1.60 cents	1900.0%
RESULTS	

The Directors of Wo Kee Hong (Holdings) Limited (the "Company") are pleased to announce that the audited consolidated results of the Company and its subsidiaries (together the "Group") for the year ended December 31, 2003 were as follows:

CONSOLIDATED INCOMESTATEMENT

For the west of Add Together 31, 2003.

CONSOLIDATED INCOME STATEMENT For the year ended December 31, 2005	(ignification)		
and the second of the control of the second	Notes	2005	2004 HK\$:000
A STANDARD OF SELECTION OF THE SECTION OF THE SECTI	Light Wall Said		(Restated)
Turnover Cost of sales	.2 & 3,	689,770	618,618
		(549,330)	(487,512)
Other operating income		140,440 10,721	131;106 6,788
Distribution costs.	and the second	(50,413)	(55,850)
Administrative expenses  Loss on disposal of properties held for sale		(95,101)	(80,548)
Fair value gains/(losses) on investment properties		(2,905) 12,728	(1,594)
Reversal of write-down of properties held for sale to net realisable value	efitali vi	3,330	2,207
Gain on settlement of a loan Provision for a legal claim	1	88,178	化氯化氯化氯苯
Profit from operations	and the second	(30,656)	
Finance costs	<u> </u>	76;322 (6,685)	2,109 (7,902)
Net loss on disposal of subsidiaries	Atr. Sternier		(1,745)
Restructuring costs			(1,320)
Share of results of associates Profit/(loss) before tax		(20,739)	(19,743)
Income tax (expense)/credit	7	48,898 (11,502)	(28,601) 29,502
Profit for the year	3.0	37,396	901
Attributable to:			
Equity holders of the Company		35,461	1,722
Minority interests		1,935	(821)
	A STATE OF THE STA	37,396	901
Earnings per share for profit attributable to the	and or state of the state of the	are entre a municipal de la companya della companya de la companya	Washington Co.
equity holders of the Company - Basic and diluted		1.60 cents	0.08 cents
CONSOLIDATED BALANCE SHEET At December 31, 2005	akir ostani, s	andrie i P	
		2005	2004
	Notes	HK\$'000	.HK\$'000
Non-current assets			(Restated)
Investment properties	THE PARTY OF THE STREET	200,847	172,305
Property, plant and equipment Goodwill	Buch to be	102,664 2,306	117,528
Interests in associates.	學 电图象系统	2,306 60,545	2,306 79,926
Investment securities			702
Available-for-sale financial assets Deferred tax assets	ละบุทธศักราชการการเล่า และ วิวัยมาแก้งสติบสารกั	527 6,300	21,300
		373,189	394,067
Current assets			- 37,007
Inventories		81,157	85,023
Properties held for sale, at ner realisable value Trade and other receivables	ringer i de la caración. Transfer de la caración de	24,851 103,942	34,000 73,587
Amounts due from associates	1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	4,528	8,931
Other investments	to the history of the	a Community	101
Other financial assets at fair value through profit or loss Derivative financial instruments		20 3,910	1
Cash and cash equivalents		24,009	15,952
		242,417	217.594
Current liabilities	Ages Service		Talanderia.
Trade and other payables	10	118,832	107,768
Provision for a legal claim Bills payable	Standan 1979 S	30,656 18,160	38,840
Tax payable		421	241
Amounts due to related companies Obligations under finance leases – due within one year		4,100 :82	9,726
Borrowings - due within one year		69,333	84 32,820
ि निर्मात्तिक विभागति । अन्तर्कारिक के अने एक विभाग विभागिति ।	Latinage in	241,584	189,479
Net current assets	es policies 👌	- 833	28:115
Total assets less current liabilities		374,022	422,182
Non-current liabilities	Anna Santaga	Carlo Ca	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Convertible loan note		28,951	
Obligations under finance leases - due after one year  Borrowings - due after one year	Fajinā a	319 13,727	408 131.624
Loan advanced from a minority shareholder	哪 野小子 医皮疹	रविकासिक जी भारत	128
Amount due to a related company.  Deferred tax liabilities	-038 B	5,352	- 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1
Period of warmings	Miningson.	21,152	25,094
Net assets		69,501	157,254
Capital and reserves		304,521	264,928
Capital and reserves Share capital		221,615	221,615
Reserves	eest staat	79,362	41,704
Equity attributable to equity holders of the Company		300,977	263,319
Minority interests		್ಷ್ಯ₃3,544	1 609
Total equity	1 1 1 1 1 1 1 1 1 1	304.521	264 928

Basis of preparation.
This consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") (which also include Hong Kong Kong Accounting Standards ("HKFRS") and Interpretations issued by the Hong Kong Institute of Certific Public Accountants, accounting principles generally accepted in Fifting Kong and the disclosure requirements of the Rules Governing the Listing of Securities on The Standards ("HKFRS") and interpretations in the Standards ("HKFRS") and Companies Ordinance and the applicable disclosure requirements of the Rules Governing the Listing of Securities on The Standards ("HKFRS") as a security of the Standards ("HKFRS"). The consolidated financial statements have been prepared under the historical derivative interpretations of the Standards ("HKFRS"). The consolidated financial statements have been prepared under the historical derivative interpretation. After value through prefix of loss and investment properties. The standards and financial liabilities (including derivative interpretation) of financial statements in conformity, with HKFRSs requires the use of certain critical accounting stimutes. It talso requires management to exercise to Judgement in the process of applying the Company's accounting policies.

The adoption of favored-HKFRSs.

HKAS I	Presentation of Financial Statements
RKAS 2	
HKAS 7	Cash Flow Statements of the Control
HKAS 8	Accounting Policies Changes in Accounting Estimates and Errors
HKAS 10	Events after the Balance Sheet Date
HKAS 16	Property, Plant and Equipment
HKAS 17	Leases
HKAS 21	The Effects of Changes in Foreign Exchange Rates
HKAS 23	Borrowing Costs
HKAS 24	Related Party Disclosures
HKAS 27	Consolidated and Separate Financial Statements
HKAS 28	Investments in Associates
HKAS 32	Financial Instruments: Disclosure and Presentation
HKAS 33	Earnings per Share
HKAS 36	Impairment of Assets
HKAS 38	Intendible Assets
HKAS 39	Financial Instruments: Recognition and Measurement
HKAS 39 (Amendment)	Transition and Initial Recognition of Financial Assets and Financial Liabilities
HKAS 40	Investment Property
HKAS-Int-L5	Operating Leases - Incentives
HKFRS 2	Share-based Payments
(INCOME)	物类点配物 的复数微轴属的复数形式 化美国大学 化水油管 化铁石工厂 人名英格兰格拉亚斯曼 多人人名英格兰

The adoption of new/revised HKASs and HKFRSk'dld not result in substantial changes to the Group's accounting policies except for those further described below.

#### lo summary:

- HKASs 2, 7, 8, 10, 16, 23, 27, 28, 33 and HKAS- Int 15 had no material effect on the Group's policies.
- - HKAS 24 has affected the identification of related parties and some other related party disclosures.

The adoption of HKAS-17 Leases' hat restuted in a change in the accounting policy relating to the reclassification of leasehold and from property, plant and equipment to operating leases. Where the land and building cannot be allocated reliably as at the date of equipment and earlier at cost.

The adoption of HKAS-12 Therefore in the control of the react as property, plant and equipment and barried at cost. The adoption of HKAS-19 Therefore in the recognition and Measurement has resulted in a change in accounting policy relating to the classification of heid for mading investments and available-for state financial state. If has also resulted in the recognition of derivative financial instruments at fair valve and the change in fair value is recognised through income statement.

sale financial assets, it has also resulted in the recognition of derivative financial instruments at fair value and the change in fair value is recognised through income salarement.

In the current year, the Group has, for the first time, applied HKAS 40 "Investment Property". The Group has elected to use the fair value model to account for its investment properties which requires gains or losses graining from changes in the fair value of the electron of the control of the control

changes in the accounting policies have been made in accordance with the transitional provisions in the respective standards. All dards adopted by the Group require retrospective application other than:

- HKAS 16 the Unitial measurement of an item of property, plant and equipment acquired in an exchange of assets transactions.
- HKAS 11 prospective accounting for goodwill and fair value adjustments as part of foreign operations.

  HKAS 31 does not permit to recognise, derecognise and measure financial assets and liabilities in accordance with this stan on a rehipsoche basis. The orders applied the previous SSAP 24 Accounting for Investment of Accounties' to investment on the adjustments required for the security of the state o

- HKERS 3 prospectively after January 1, 2005.

264,928

	HK\$ 000 HK\$ 000
,	The adoption of HKFRS 3 resulted in:
	Decrease in administrative expenses - Goodwill amortisation
	The second of th
	Increase in basic and diluted earnings per share
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4	The adoption of HKAS 39 resulted in
	ALLES AND
٠	Increase to available forgate strangial assets and the second sec
-	increase in financial assets at fair value through nor fit or loss
۰	Decrease in other investments
.*	Exercised materials and a second of the control of
	s Dicrosse in derivative Transcial instruments and the growth of the state of the control of the 1.00 for the control of the c
7	2年《 <b>本語》的問題的問題的問題,所以</b> 所以 <b>的</b> 。在本語的語句,如此一句的知识,如此,也可以一句的一句,也可以可以一句,一句,一句,是是是自己的一句,一句。
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•	Derryative financial unstruments
2	Decrease in basic and diluted earnings per abare
ď	TO THE PARTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PARTY OF THE PA
٠,	가는 이 그 문에게 모든 사람들이 이익 전에도 가는 가는 가는 가장 하는 것이 되는 것이 되는 것이 그런 그를 모든 것이 되는 것이다.

						A CONTRACTOR OF THE PROPERTY O	1 100. 140.0
	12425 344 3			Although Lasty	and the		20
		lied the following new/revised standard	s and interpretations that have	been issued but are not yet offer	ctive	5. Provision for a legal claim	2.0
	HKAS I (Amendment) HKAS I9 (Amendment)	Capital Disclosures Actuarial Gains and Losses, Group Pla	ins and Disclosures		4	At December 31, 2005; the Group had a provision for a legal claim of approximately HK\$30,656,000 arising out of a law suit subsidiary of the Company in the People's Republic of China (the "PRC"). Regarding the law suit in the PRC, the Guangdong	Province
	HKAS 39 (Amendment) HKAS 39 (Amendment)	Cash Flow Hedge Accounting of Forec	east Intragroup Transactions		. 1	Higher People's Court ("Higher People's Court") has declared and reaffirmed its final ruling against the subsidiary in January.  The subsidiary is currently seeking legal advice as to the possible course of action in light of the decision of the Higher People's	24, 2006.
	HKAS 39 & HKFRS 4	Financial Guarantee Contracts				6. Profit from operations	
	(Amendments) HKFRS 7	Financial Instruments: Disclosures				2005	2004 HK\$ '000
	HKFRS-Int 4	Determining whether an Arrangement	contains a Lease			Profit from operations has been arrived at after charging:	HAI UUU
2.	Turnover	•		2005	2004	Auditors' remuneration 730	662
	1			HK\$'000	HK\$1000	Depreciation of: Owned assets 5,533	6,604
	Sales of goods to customers Maintenance service incom			642,964 46,806	576,232 42,386	Assets held under finance leases 148 Staff costs; including Directors' emoluments 63,315	169 56,958
	Militariance service intenti	*		- <del> </del>		Loss on disposal of property, plant and equipment 77	558
	the state of the state of		Experience of the	689,770	618,618	Cost of inventories recognised as expenses (included write-down of inventories to not realisable value of HK\$1,736,000 (2004: HK\$624,000))  549,330	487,512
3.	Business and geographica	segments	1			Goodwill: Amortisation for the year	407
	Business segments	transfer and recording	The first section of the section of		( A )	Fair value loss(es):	
	For management purposes,	the Group is currently organised into	five operating divisions: air-c	anditioning products, audio-vi	sual and	Available-for-sale financial assets Other financial assets at fair value through profit or loss 81	
	Group reports its primary se	rs and car accessories, direct marketing gment information.	and property investment. The	the divisions are the basis on w	rhich the	Derivative financial instruments 1.7 Foreign exchange differences, not 696	332
	Principal activities are as fo	llows:	The state of the state of			and crediting:	
	Air-conditioning products	Distribution and inst	allation of air-conditioning pro	ducts		Unrealised holding gain of other investments	, ,
	Audio-visual and other elec	the state of the s		ar audio, and home appliances		Interest income 349	48
	Cars and car accessories	and the second of the second o	elated accessories and provisi	The second second		7. Income tax	-
	Direct marketing		er electronic products and horr			The expense/(credit) comprises:	Say 1
150	Property investment	and the second of the second o	properties and properties held		2.1	2005, HKS'000	2004 HK\$'000
		these businesses is presented below.		77		Côrrent tax:	
	2005					Hong Kong Profits Tax 138	243
٠.	2000	Audio-visual				Oversess income tax:	170
1-		Air and other onditioning electrical Cars and car	Direct Property		4 4	Deferred tax:	413
	1.0	products products accessories  HK\$'000 HK\$'000 HK\$'000	marketing investment	Others Eliminations Con	HKS 000	Current year 11,658	(29,915)
	Turnover			7110 000	5	Income tax attributable to the Company and its subsidiaries 11,502	(29,502)
	External sales	97,987 212,161 377,845	1,777		689,770		
	Inter-segment sales	761 157 -	30	(948)		Hong Kong Profits Tax is calculated at 17.5% (2004: 17:5%) of the estimated assessable profit arising in Hong Kong for the year	r.
	Total turnover	98,748 212,318 377,845	1,807	. <u>. (948</u> )	689,770	Overseas taxation is calculated at the rates prevailing in the respective jurisdictions.	
	Inter-segment sales are charge	at prevniling market rates.	100	A Perfect of the Perfect of	100	8. Earnings per share	
	Result		ing talent nyaétakna	CONTRACTOR SECTION	50	The calculation of the basic earnings per share is based on the profit attributable to shareholders of approximately HK\$35,461,0 HK\$1,722,000) and on the weighted average number of 2,216,154,331 (2004: 2,216,154,331) ordinary shares in issue during the	000 (2004:
	Segment result	2,353 4,740 11,576	(962) 12,749	(361) 130	30,225	There is no diluted earnings per share because the exercise price of the Company's outstanding share options and convertible	
	Onin on settlement of a loan				88,178	were higher than the average market price for share for both years.	ioan note
	Unaflocated other operating			The State of the S	487	9. Trade and other receivables	
	Provision for a legal claim				(30,656)	The Group allows an average credit period of 7 to 90 days to its customers. The aged analysis of trade receivables, net of provi	ision is as
	Unallocated corporate expense	<b>s</b>		-	(11,512)	follows:	
	Profit from operations Finance costs				76,322	2005 HK\$'000	2004 HK\$ 000
	Share of results of associates	(23,455) 2,716	ng sa eng grada e	. (	(20,739)	Within 30 days 50.275	29,218
	Profit before tax		100 miles		48,898	31 to 50 days 11,375 61 to 90 days 4,296	10,609
	Income tax expense				(11,502)	91 days to 1 year 1,907	8,469
	Profit for the year				37,396	Over it year	1,986
- 64	2004	and the second second	and the second of			Total trade receivables, act of provision 69,655 Deposits, prepayments and other receivables 34,287	52,680 20,907
	2004	Audio-visual	and the second second		• 1	and the contract of the contra	
		Air and other conditioning electrical Cars and car	Direct Property			103,942	. 73,587
		Products products accessories HK\$ 000 HK\$ 000	marketing investment	Others Eliminations Co	nsolidated	The fair values of the Group's trade and other receivables at December 31, 2005 approximate to the corresponding carrying amo	unts.
	Turnover	123 000 14X3 000 14X3 000	HV2 000 HV2 000	NA3 000 NA3 000 .	HK\$ 000	There is no concentration of credit risk with respect to trade receivables, as the Group has a large number of customers, inter- dispersed.	nationally
	External sales	122,449 137,543 314,590			618,618	to. Trade and other payables	
	Inter-segment sales		107 -	- (6,818)	تبحث	The following is an aged analysis of trade psyables at the balance sheet date:	
	Total lurnover	123,545 143,158 314,590	44,143 -	(6,818)	618,618	2005	2004
	Inter-segment sales are charge	d at prevailing market rates		. —		HX\$(000	HK\$ '000
	Result		INCOME A PARTY	المحاولات في المعرف		Within 30 days 5,598 31 to 60 days 2,924	5,070 2,191
	Segment result	3,931 (490) 10,338	(6,632) (1,006)	- 692	6,833	61 to 90 days 4,404	3,337 988
	Unallocated corporate expense				14 700	91 days to 1 year 719 Over 1 year 536	- 1,329
	and the first Higher			September 1	(4,724)	Total trade psyables 14,181	12,915
	Profit from operations Finance costs		$\varphi = 0 + e^{-\theta_0} e^{-\theta_0} + e^{-\theta_0} \varphi e^{-\theta_0} A P_0.$	in the second of the second	2,109 (7,902)	Customers' deposits, accruals and other payables 104,651	94,853
	Net loss on disposal	And the second second	- (1.745)		4.4	118,832	107,768
	of subsidiaries Restructuring costs			* . * *	(1,745) (1,320)	The fair values of the Group's trade and other payables at December 31, 2005 approximate to the corresponding carrying amount	14
	Share of results of associates	- (17,483) (2,260	, -		(19,743)	DIVIDENDS	
	Loss before tax				(28,601)		2005:51
					29,302	The Directors do not recommend the payment of a final dividend (2004: nil) for the year ended December 31, 2 interim dividend was paid during the year (2004: nil).	2005. No
	Profit for the year				901		1.4
	Geographical segments					MANAGEMENT DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION	4 A A
	The Group's operations are	mainly located in Hong Kong, Singapo	ore, Malaysia, The People's Ri	public of China (other than He	ong Kong	Results of operations	
1	and Macau) (the "PRC") irrespective of the origin-or	and Macau. The following table pro-	ides an analysis of the Gro	up's turnover by geographica	market,	Tuenover	
	sapective of the ongin-of		Turnover by	Contributto	n to		
	9 1	. 2005	ographical market 2004	operating res	2004	For the year ended December 31, 2005 the Group turnover continued to record a double-digit growth of 11.59 11.8%) to HK\$689.8 million, as compared with HK\$618.6 million in last year. This further underpinned the record	
		HK\$'000	HK\$ 000	the control of the co	2004. ĤK\$'000	aggregate of our business as we had explained in last year.	covery in
	Hong Kong Singapore	571,499 56,027		22,984 51	· 14,775 353	Gross profit	
	Malaysia	29,790	26,717	1,542	1,392	Despite severe price competition we managed to achieve high volume of sales. The slight slip in the profit margin	of 6 896
	PRC Macau	11,931 19,966	27,871	(5,526) 845	(17.011) 478	from 21.2% of last year down to 20.4% this year did not hit much on our gross profit which marked an increase by	
	Others	557	2,248	95	58	million (+7.1%, 2004; +8.7%) to HK\$140.4 million (2004; HK\$131.1 million).	
1		689,770	618,618	19,991	45	Profit from operations	
i	Other operating income	and the second of the second		10,721	6,788	The Board is pleased to announce that our profit from operations was at unprecedented high in recent years with	h a profit
	Gain on settlement of a loa	n.		88,178		booking of HK\$76.3 million (2004: HK\$2.1 million)	
	Provision for a legal claim Unallocated corporate exp	mses		(30,656) (11,912)	(4,724)	A net profit of HK\$13.1 million (2004: HK\$0.6 million), which formed part of profit from operations, refle	ected the
1.	Profit from operations		·	76,322	2,109	fluctuation in value arising from revaluation of properties as well as loss incurred on disposal of properties.	
١.						For the sake of prudence, if not overly cautious, full-provision of contingent liabilities in the sum of appro	ximately
4.	Gain on settlement of a l			en de la companya de		HK\$30.7 million was made on a legal claim against our subsidiary in PRC. It appears that the Group is unlik required to make the full payment ultimately.	tely to be
l	On rebruary 24, 2005, the relation to the settlement	e Group and a supplier, Mitsubishi Her of the debt due from the Group to MHI	ivy Industries, Ltd ("MHI") h under the loan agreement date	ave entered into a deed of setted June 28, 2002. In accordance	nement in e with the		
1	deed of settlement, the de	bt, being the aggregate of the principa been settled in full with the amount of	plus accrued interest thereon	of approximately HK\$135.0	million at	Profit attributable to shareholders	
	HK\$88.2 million. The se	ttlement has been fulfilled by a new is	ong term bank loan borrowed	by the Group and the Group	's internal	The Board is pleased to deliver to shareholders a promising profit attributable to shareholders of HK\$35.5 m	miliion, a
ļ.,	resources.	State of the state of the state of		Old La Hybrack		marked increase of HK\$33.8 million as compared to last year (2004: HK\$1.7 million).	1
L	14						

### N32 NOTICES

Share of results of associates mainly reflected the share of loss of our associated company in Jiangmen amounting to HKS23.5 million (2004: HKS17.5 million). A net charge of income tax amounting to HKS11.5 million (2004: net credit of HKS29.5 million) was recorded which mainly reflected the utilisation of deferred tax asset in relation to the debt settlement igreement with a major supplier.

The Group had total borrowings at December 31, 2005 amounting to HK\$83.1 million (December 31, 2004: HK\$164.4 million). The Group's gearing ratio stood at 16.19% (2004: 50.2%), based on long term liabilities (excluding deferred tax) of HK\$48.4 million (2004: HK\$13.2.2 million) and shareholders' equity of HK\$301.0 million (2004: HK\$263.3 million). The current ratio was 1.0 (2004: HK\$217.6 million) on ourrent assets of HK\$242.4 million (2004: HK\$217.6 million) and current liabilities of HK\$241.6 million (2004: HK\$189.5 million).

It is the Group's management practice to hedge foreign currency transactions with the objective to stabilise the cost via the pegging of the exchange rates with bankers. At December 31, 2005, the total outstanding foreign exchange contracts pubchased with banks amounted to HK33.9 million (2004; HS14.5 million).

The Group had trading facilities at December 31, 2005 amounting to HK\$200.1 million (2004: HK\$128.2 million) of which HK\$107.9 million (2004: HK\$91.8 million) was utilised. Certain of the Group's properties, inventories, trade receivables and all assets of a subsidiary were pledged at year ended 2005 in an aggregate amount of HK\$305.6 million (2004: HK\$325.4 million) to secure facilities granted by our bankers.

At both of the years ended December 31, 2004 and 2005, the Group had contingent liabilities of approximately HK\$1.3 million in respect of proceedings involving a subsidiary in India and of approximately HK\$10,333,000 (2004: approximately HK\$1,000,000) arising out of the grant of option to a connected person. At December 31, 2004, the Group had contingent liabilities of approximately HK\$29.2 million arising from a court case injoiling a subsidiary of the Company in PRC for which we have made full provision of HK\$30.7 million for the year ended December 31, 2005.

#### BUSINESS REVIEWS

#### Air-conditioning products

The business consists of marketing and distribution of a wide range of consumer and commercial air-conditioning products of three major brands, namely, "MHI" (Mitsubishi Heavy Industries of Japan); "GREE" from mainland China and our own "Bodysonic". The Group also provides after-sales service and support to its customers.

Turnover of air-conditioning products for the year was down by 19.9% over last year at HK\$ 98.0 million (2004: HK\$122.4 million). This was partly due to the shifting of the "LG" business from exclusive distributorship to wholesaling and "MHI" ceased production of its range of commercial watercooled packaged units and caused a decrease in aside. Despite very keen market competition, satisfactory gross margin was attained at the same level of last year. This was the result of good product positioning and segmentation of our brands in the marketplace, whilst focusing effort on commercial product sales and cost rationalisation. and cost rationalisation.

#### Audio-visual and other electrical products

The main business consists of marketing and distribution of our own "Rogers" and "Bodysonic" audio-visual products, 
"Marantz" and "Sansul" audio-visual products of Japan, "Alpine" car electronics of Japan and wholesaling of "LG" electrical appliances of Korea.

As the economies in the major markets in Hong Kong, Singapore and Malaysia continued to improve, driven by our successful products and marketing developments, we achieved excellent growth of 54.3% in the year over last year at HKS212.2 million (2004: HKS137.5 million). The development of our own "Rogers" brand from the United Kingdom was especially successful with the launch of new LCD TV's, MP3 and DVD-RW players; and a new range of quality speaker systems.

The car electronics of "Alpine" mobile entertainment made good sales and profit growth in Singapore and Malaysia in both OEM and after-market business.

#### Cars and car accessories

The business consists mainly of the import, distribution and after-sale service of Italian "Ferrari" and "Maserati" cars and spare parts in Hong Kong and Macau.

Sales in this category increased by 20.1% to HK\$377.8 million (2004: HK\$314.6 million) caused by strong "Ferrari "Maserati" growth in Hong Kong. Profit contribution also increased during the year. Workshop service income also increased substantially and contribute (to operating profit. The Group continued to do the PDI (Pro-Delivery Inspection) all "Perrari" and "Maserati" care being imported into China, billings of the PDI services contributed to profits of the

During the year, the new "Ferrari" 8-cylinder sports car, F430, was introduced and we received the highest record of orders for a new model. Delivery of the F430 started in July and generated high growth in sales and profit in the second half.

During the year, the Group was appointed as the regional distributor of the reputable Italian "Ferretti" motor yachts in Southern China covering Guangdong, Fujian, Hainan and Guangxi.

Rental incomes generated by our investment properties in Hong Kong and mainland China also increased.

#### The Singaporean and Malaysian markets

The Singaporean operations consisted of the distribution of "MHI" and "Bodysonic" air-conditioning products, "Alpine" and "Rogers" car audio products and home audio-visual products of "Marantz", "Rogers" and "Mordaunt-Short", Whilst air-conditioning business did not do well due to a weak construction market, car audio products increased in both OBM and after-market sales. The Singaporean operations were profitable for the year.

The Malaysian operations consisted of mainly the same car audio and home audio-visual products as in Singapore. The car audio section managed good growth in 2005 and the Malaysian operations achieved a profitable year.

Joint-venture manufacturing business (Jin Ling Electrical Company Limited - "JLE")

This 50%-owned business is engaged in the design and manufacture of washing machines under the "Jinling" brand for sale in the PRC, but also as an Original Equipment Manufacturer ("OEM") for customers in Africa, Latin America, MiddleEast and South East Asia. .

Sales rose by RMB29.6 million (6.4%) to RMB494.3 million (2004; RMB464.7 million). Gross margins were under high pressure with the relentless upsurge in rew material costs. Share of Joss in JLE amounted to HK\$23.5 million (2004; HK\$17.5 million). However, progress was made in identifying a solution to minimise the loss to the Group in this

At the end of 2005, the total number of employees of the Group, excluding associates, was 316 (2004; 283), representing a 11.7% increase in headcount. This is mainly due to the expansion of our car business group and the opening of the new 3S centre for motor cars in Hong Kong.

#### SUBSEQUENT EVENT

#### Acquisition of the distributorships

In February 2006, the Group acquired the distributorship of the "Frigidaire" products in Hong Kong and Macau through its control of Firmmark Limited. In addition to "Frigidaire" of the United States, the famous brand of "Daewoo" of Korea also added to the Group's easting distributorship lits of electrical appliances in early 2016

#### Update on proceedings in the People's Republic of China

On February 17, 2006, the Company published an announcement relating to the update on the proceedings against 来 竞码奥树冷设备有限公司 (Dongguan Changxing Refrigeration Equipment Co. Ltd.\*) ("Changxing", being the defendant), a 92%-cowned subsidiary of the Company instigated by 医州市洋能企业投资有限公司 (Guangzhou City Cheungnan Investment Co. Ltd.\*) ("GCCI") being the plaintiff) claiming for the amount of US\$1,996,600 (equivalent to approximately HK\$13.6 million) and interest thereon (the "Proceedings").

The Guangdong Province Higher People's Court ("Higher People's Court") affirmed the decision of the Dongguan City Medium People's Court ("The Dongguan City Court") on January 24, 2006, which founded in favour of GCCI and ordered Changxing to pay GCCI an amount equivalent to aggregate of the outstanding principal amount claimed

and interest thereon and court fees for the Proceedings. The aggregate amount payable by Changxing pursuant to the order of The Dongguan City Court as affirmed by the Higher People's Court was approximately HK531.1 million as at February 17, 2005. Changxing is currently seeking legal advice as to the possible course of action in light of the decision of the Higher People's Court.

The Group acquires Changxing in early 1998. The Proceedings related to amounts borrowed by Changxing in 1993, before Changxing became a subsidiary of the Company and had not been disclosed to the Company by the vendor at the time of the acquisition in 1998. In light of the judgement by the Higher People's Court, the Group will conduct a review of the circumstances leading to the acquisition of the 92% interest in Changxing and after seeking advice, will consider whether there is any possible course of action by the Group, including claims against the vendor.

#### Disposal of Equity Interest in a Joint Venture

On December 30, 2005, Italian Motors (Sales & Service) Limited, an indirect 89.92%-owned subsidiary of the Company, and Perrari S.p.A. entered into the equity interest transfer agreement relating to the transfer of 29% equity interest in the Perrari Maseral Cars International Trading (Shanghai) Co., Ltd. (the "Joint Verrill"), for a consideration of US\$870,000 (equivalent to approximately HK\$6.8 million). The scope of business of the Joint Verture is the import, distribution and sale of "Perrari" and "Maserati" brand motor vehicles, their spare parts and ancillary preducts in the PRC.

The main markets of our Group in Hong Kong, Macau, mainland China, Singapore and Malaysia are expected to continue to grow in 2006 and provide ample business opportunities for our Group.

Good sales and profit growth of our car business are targeted, to be made possible by the increase in allocation of cars to us by the factory. The new models are very popular in the market and some have a waiting list of over 2 years. Additional car brand may be added, which will complement our existing range to offer a fuller line up to our customers. The new 35 centre will generate additional sales of cars and repair services.

The air-conditioning business will maintain its sales and profit level. The addition of "Frigidaire" to our electrical appliances line up will provide higher profit margins in unique products like wine-cooler; also through the possible liceating of the brain, the Group can develop new products and make additional sales volume. Our own "Bodysonic" braind will develop new life style electrical products, like massage chair.

The Group's "Rogers" brand of audio-visual products will develop more special products with higher margins, with the goal of both enhancing its image and profitability. Efforts will be increased to develop the maintaind China and overseas distribution of "Rogers". A new initiative of this year is to tap the business potential of musical softwares, "Rogers Music" is set up and that has leunched its own publication of music and management of artists.

The direction of distributing more luxurious brands has started with Italian "Ferretti" motor yachts in Southern China with good sales potential. The Group will continue to secure more distributorship of luxurious brands as it will reinforce our Group's commitment as a distribution conglomerate of life style products, with satisfactory profit margins.

The Group is also considering ways to increase the profit contribution of our single largest fixed asset, the Wo Kee Hong Building in Hong Kong, which currently has a gross floor space of 433,482 sq.f. on a land of 73,195 sq.f. Changing of its usage is being considered. In the meantime, the rental income of this building and our other properties ontinues to

Also, we are seeing good progress in rationalising our investment in Jin Ling Electrical Company Limited; that may minimise the possibility of future loss to the Group.

#### PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company and its subsidiaries have not repurchased, sold or redeemed any of the Company's securities during the year.

#### ISSUE OF CONVERTIBLE NOTE

ISSUE OF CONVERTIBLE NOTE

On August 18, 2005, the Company entered into a subscription agreement with Hanny Holdings Limited-in relation to the subscription of a 7.23% coupon convertible note due 2008 of the Company by Hanny Holdings Limited or its subsidiary or affiliated company in the principal amount of HKS30 million ("Convertible Note"). The initial enterston price is HKS0.10 per share, subject to adjustment. Maturity will fall on the day immediately preceding the third anniversary of the date of issue of the Convertible Note upon full conversion of the Convertible Note where the conversion price of HKS0.10 per share, 300 million shares of the company will be issued and they represent approximately 13.54% of the existing issued share capital of the Company as at the date of this announcement and approximately 13.54% of the issued share capital of the Company as follarged by the conversion shares. The net proceeds from the issue of the Convertible Note is approximately HKS28 million which has been used by the Company as additional general working capital. No Convertible Note has been converted or redeemed during the year under review.

PROPOSED SHARE CONSOLIDATION
Reference is made to the announcements made by the Company dated August 18, 2005 and February 23, 2006 respectively. Taken into consideration of Rule 13.64 of the Listing Rules, the Board resolved to proceed with a consolidation of the shares of the Company on the basis of consolidating the resisting shares into one consolidated shares and proposed to put forward the share consolidation for the consideration and approval of the shareholders at an Special General Meeting to be held on June 15, 2006. Full particulars of the proposed share consolidation are set out in another announcement published on April 12, 2006.

#### CORPORATE GOVERNANCE

In the opinion of the Directors, the Company-has complied with the code provisions of the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") during the year, except in relation to the separation of the role of chairman and chief executive officer.

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be

Mr. Richard Man Fai LEE ("Mr. LEE") is the Executive Chairman and Chief Executive Officer. The Board considers that this structure will not impair the belance of power and authority between the Board and the management. This is because the Board has adopted clear guideline as to the power and authority of the Board and the management. The guideline shall be published in the corporate governance report to be despatched to shareholders together with the annual report 2005.

Code Provision A.4.2 stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Wo Kee Hong (Holdings) Limited Company Act, 1991, no director holding the office of chairman or managing director shall be subject to retirement by rotation as provided in the Bye-Laws of the Company. In order to comply with Code Provision A-4.2, Mr. LEE, the Executive Chairman and the Chief Executive Officer of the Company, to sent confirmation to the Company that he will voluntarily retire from his directorship at future annual general meetings of the Company at such frequency in order for the Company to comply with the Code, and being eligible for re-election, will offer himself for re-election at the relevant general meetings. Thus the Company is compliant with the Code Provision A.4.2.

The audit committee has reviewed the audited financial statements of the Group for the year ended December 31, 2005 including the accounting principles and practices adopted by the Group, and discussed the internal control and financial reporting matters during the review.

#### ANNUAL AND SPECIAL GENERAL MEETING

The Annual and Special General Meeting of the Company will be held on June 15, 2006. For details of the Annual and Special General Meeting, please refer to the Notices of Annual and Special General Meeting, which are expected to be despatched to shareholders on a about April 25, 2006.

By Order of the Board Richard Man Fai LEE Executive Chairman & CEO

#### Hong Kong, April 11, 2006

As at the date of this announcement, the Board comprises of Mr. Wing Sum LEE, Mr. Richard Man Fai LEE, Mr. Sammy Chi Chung SUEN, Mr. Jeff Man Bun LEE, Mr. Tik Tung WONG and Mr. Watson Chi Sing HUI, all of whom are Executive Directors, Ms. Roam Har YUE, who is a Non-executive Director, Mr. Boan Seng TAN, Mr. Raymond Cho Min LEE and Mr. Ying Kwan CHEUNG, all of whom are Independent Non-executive Directors.

Copies of the result announcement can be obtained from the principal office in Hong Kong - Fax No. ; (852) 2521-7198. The 2005 Annual Report and Accounts will be sent to shareholders on or about April 25, 2006.

Wo Kee Hong (Holdings) Limited
Principal Office: 10/F Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwal Chung, N.T.
Fax No.::(832) 2521-7198
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· for identification purposes anly

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#### WO KEE HONG (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability) (Stock Code: 720)

PROPOSED SHARE CONSOLIDATION. CHANGE IN BOARD LOT SIZE GENERAL MANDATE TO REPURCHASE SECURITIES AND GENERAL MANDATE TO ISSUE NEW SHARES

The Company proposes to effect the Share Consolidation pursuant to which every ten (10) issued Shares will be consolidated into one (1) Consolidated Share. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the SGM.

NEW CENERAL MANDATE

If the Share Consolidation becomes effective, the issued share capital of the Company will be consolidated from existing 2,216,154,331 Shares of HK\$0.10 each to 221,615,433 Consolidated Shares of HK\$1.00 each. SGM

A circular containing further details of, among other things, the proposed Share Consolidation and the New General Mandaies together with a notice for the SGM will be dispatched to the Shareholders as soon as practicable.

Reference is made to the announcements made by the Company dated August 18, 2005 and February 23, 2006 respectively. In the announcement dated August 18, 2005, the Board announced, among other things, that pursuant to Rule 13, 64 of the Listing Rules, the Company will convene a special general meeting within six months of August 18, 2005 for the purpose considering and approving a proposal to consolidate the Shares. In the announcement dated February 23, 2006, it was announced that the Board will continue to monitor the performance of the share price of the Shares and consider whether or not to proceed with proposal for share consolidation. The Board has resolved to propose a consolidation of the Shares on the basis of consolidating ten (10) Shares into one (1) Consolidated Share of HSI4,00 each and wish to put forward a proposal for that Consolidation for the consideration and approval of the Shareholders at the SQM.

approval of the Shareholders at the SGM.

At the SDM, the Directors will also seek to obtain approval of the Shareholders for the grant of the New General Mandates to repurchase and to issue Consolidated Shares upon the Share Consolidation becoming effective.

PROPOSED SHARE CONSOLIDATION

As at the date of this announcement, the authorised share capital of the Company is HK\$350,000,000 divided into 3,500,000,000 Shares of which 2,216,134,331 Shares have been issued and are fully paid. Upon the Share Consolidation taking effect and on the basis that the Company date in Size and of International Company date in Size and Company date of the Shareholders. Board Oil size for trading in the Company date Size and Si

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares resulting from the Share Consolidation.

Board lot arrangement

Shares resulting from the Share Consolidation.

Board lot arrangement

The Shares are currently traded in board lots of 2,000 Shares. The value of the current board lot of 2,000 Shares based on the closing price of HKS0,052 per Share on April 11,2006 is HKS104. Upon the Share Consolidation becoming effective, the Consolidated Shares will be traded in board lots of 5,000 Consolidated Shares, such that based on the closing price of the Shares as at April 11,2006, the expected value of each board lot of 5,000 Consolidated Shares, expected to be more than HKS2.00, Fractions of any Consolidated Share will had be appropriated as a state of the benefit of the Company.

Odd lot arrangements and fractional Consolidated Shares. South Chira Securities Limited will be appointed by the Company to provide a matching service, on a "best effort" shashs, to those Sharesholders who wish to acquire or to dispose of their holdings of odd lots of Consolidated Shares. Holders of odd lots of Consolidated Shares who wish to acquire or to dispose of their holdings of odd lots of Consolidated Shares. Holders of odd lots of Consolidated Shares who wish to take advantage of this trading facility should contact Mr. Francis WU of South Chira Securities Limited at 28th Floor, Bank of Chira Towns. (Clarder Road, Central, Hong Kong (telephone number; (852) 2845-6636) either directly or through their licensed securities dealers during the period from June 16, 2006 to July 21, 2006, both days inclusive.

Exchange of Share Certificates

Exchange of Share Certificates
Subject to the Share Consolidation becoming effective, which is expected to be at 4:00 p.m. on June 15, 2006, Shareholders may, on
or after June 16, 2006 until July 26, 2006 (both days inclusive) submit share certificates for existing Shares to the Company is branch
registrar in Hong Kong, "Ore schene, Registrars", Standard Registrars: Limited, at 26th Floor, Testury Centre, 26 peeus Noad East,
Wanchai, Hong Kong, for exchange, at the expense of the Company, for certificates of the Consolidated Shares (on the basis of ten
(10) existing Shares for one (1) Consolidated Shares). Thereafter, certificates of Shares will remain effective as doments of tile but will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified
by the Slock Exchange) each by Shareholders to the Branch Registrar.

Effects of Share Consolidation

Effects of Share Consolidation

The Share Consolidation has no impact on the underlying assets and liabilities, business operations, management or financial position of the Group (other than the expenses in connection therewith) or the proportionate interests of the Shareholders in the Company and their respective voting rights.

The expenses involved in the Share Consolidation are estimated to amount to approximately HK\$250,000.

Conditions of Share Consolidation

The Share Consolidation is conditional on:

(a) the passing by the Shareholders of an ordinary resolution approxing the Share Consolidation standard of the Shareholders of the

PROPUSED GRANT OF NEW GENERAL MANDATES

At the annual general meeting of the Company held on June 13, 2005, ordinary resolutions were passed to, among other things, great the Existing General Mandates to the Directors (i) to repurchase, among other things, Shares, the aggregate cominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company of June 15, 2005, and (ii) to allot and issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the Company on June 13, 2005 and the nominal amount (up to a maximum of 10% of the aggregate cominal amount of the Company of issued share capital of any Shares repurchased by the Company.

The Esisting General Mandates will lapse at the conclusion of the annual general meeting of the Company to be held on June 15, 2006.

7006.
The Board will seek Shareholders' approval to grant the New General Mandates upon the Share Consolidation becoming effective to allot, issue and otherwise deal in up to 44,323,086 Consolidated Shares being 20% of the issued share capital of the Company upon the Share Consolidation becoming effective; and to exercise the power of the Company to repurchase up to 22,161,543 Consolidated Shares being 10% of the issued share capital of the Company upon the Share Consolidation becoming effective.

OUTSTANDING SHARE OPTIONS

OUTSTANDING SHARE OPTIONS

A at the date of this announcement, the numbers of Shares in respect of which Share Options have been granted and are outstanding under the share option schemes adopted by the Company on June 22, 1991, June 28, 2001 and May 30, 2002 respectively were 11,42,118, 118,16,16,032 and 84,146,998 respectively.

The Company has requeited the suddings of the Company to provide a certificate as to the adjustment (if any) required to be made in secondance with the rules of the each of the share option schemes, Rule 17,00(3)) of the Listing Rules and supplementary guidance issued by the Stock Exchange once the Share Consolidation becomes effective on the basis that there are Share Options outstanding as at the date the Share Consolidation becomes effective.

Corresponding adjustments will be made on the basis that the proportion of the issued share capital of the Company to which a grantee of Share options is entitled shall remain the same before and after such adjustment in accordance with rules of each of the share option schemes and the supplementary guidance issued by the Stock Exchange.

CONVENTIBLE NOTE

CONVERTIBLE NOTE CONVENTIBLE NOTE

On September 7, 2005, the Company has issued the Convertible Note to Cross Profit Capital Limited, which is 100% indirectly controlled by Hanny Holdings Limited, which upon full conversion at the initial conversion price of HK\$0.10 can be converted into 30,000,000 Abares. Pursuant to the terms of the Convertible Note, upon the Share Consolidation becoming effective, a total of 30,000,000 Abares. Pursuant to the terms of the Convertible Note will be adjusted to HK\$1.00 Upon full exercise of the Convertible Note will be adjusted to HK\$1.00 Upon full exercise of the Convertible Note after the Share Consolidation becoming effective, a total of 30,000,000 Consolidation laded Shares will be issued, expresenting approximately 13.54% of the issued share capital of the Company as enlarged by the 30,000,000 Consolidation Shares.

According to the rules of the Share Option Schemes and the subscription agreement of Conventible Note, respectively, upon the Share Consolidation becoming effective, adjustments, may need to be made to (i) the exercise price and the number of Shares subject to share option schemes, and (ii) the conventible price and nather of Shares subject to the Conventible Note. Details of the auditor's certificate on potentials adjustments will be contained in the circular to be disputibled to the Sharebleder.

#### EXPECTED TIMETABLE

Set out below is the expected timetable for the SGM and the Share Consolidation which is dependent on the date of fulfilment of the relevant conditions to which the Share Consolidation is subject. Shareholders and investors will be informed if any change is made to the expected intentable by further announcement of the Companie of t

Latest time for lodging proxy forms for the SGM	12:15 p.m. on Tuesday, June 13
SGM	12:15 p.m. on Thursday, June 15
Effective date of Share Consolidation	4:00 p.m. on Thursday, June 15
Dealings in Consolidated Shares commence	9:30 s.m. on Friday, June 16
Existing counter for trading in board los size of 2,000 Shares (in the form of existing share certificates) temporarily closes	9:30 a.m. on Friday, June 16
Temporary counter for trading in board lot size of 200 Consolidated Sharea opens (in the form of existing share certificates)	9:30 a.m. on Friday, June 16
First day of free exchange of Shares certificates for new share certificates for Consolidated Shares	Friday, June 16
Designated broker starts to stand in the market to provide matching service	9:30 a.m. on Friday, June 16
First day of odd lot facility	Friday, June 16
Existing counter for trading in board lot size of 5,000 Consolidated Shares reopens (in the form of new share certificates)	9:30 a.m. on Friday, June 30
Parallel trading of Consolidated Shares (in the form of existing and new share certificates) commences	9:30 a.m. on Friday, June 30
Parallel trading in Consolidated Shares (in the form of existing and new share certificates) ends	4:00 p.m. on Friday, July 21
Designated broker ceases to stand in the market to provide matching service	4:00 p.m. on Friday, July 21
Last day of odd lot facility	Friday, July 21

21 Temporary counter for trading in board lot size of 200 Consolidated Shares closes (in the form of existing share certificates) 4:00 p.m. on Friday, July 21 Latest time and date for lodging certificates for Shares in exchange for new certificates for Consolidated Shares free of charge 4:00 p.m. on Wednesday, July 26 GENERAL

A circular containing, among other things, details of the Share Consolidation and the New General Mandates together with a notice of the SGM will be sent to the Shareholders as soon as practicable. DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Board" the board of Directors: We Kee Hong (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of the Stock Exchange; "Company"

"Consolidated Share(s)" shares of HK\$1.00 each consolidated from 10 Shares of HK\$0.10 each under the Share Consolidation; "Convertible Note"

the 7.25% coupon convertible note due 2008 in the principal amount of HK\$30 million issued by the Company to Cross Profit Capital Limited, which is 100% indirectly controlled by Hanny Holdings Limited on September 7, 2005; the directority of the Company: "Director(s)" the director(s) of the Company;

the director(s) of the Company; collectively, the general and unconditional mandates granted to the Directors at the annual general meeting dated June 15, 2005 to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the abare capital of the Company in issue as at the date of the passing of the resolution approving such mandate and to repurchase Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate; "Existing General Mandates"

the Company and its subsidiaries: the general and unconditional mandate proposed to be granted to the Directors at the SGM to dealt with new Consolidated Shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue upon the Share Consolidation becoming effective; "lesue Mandate"

"Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange; 'New General Mandates' collectively, the Issue Mandate and the Repurchase Mandate; "Repurchase Mandate"

the general and unconditional mandate proposed to be granted to the Directors at the SOM to repurchase securities of the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue upon the Share Consolidation becoming effective.

"SGM" the special general meeting of the Shareholders to be convened and held to consider, if thought fit, to approve the Share Consolidation and the New General Mandates; "Share(a)" ordinary share(s) of HK\$0.10 each in the share capital of the Company;

holder(s) of Shares or Consolidated Shares, as the context requires; "Shareholder(s)" the proposed consolidation of every ten (10) Shares of HK\$0.10 each into one (1) Consolidated Share of HK\$1.00 each; "Share Consolidation"

option(s) for the subscription of Shares or Consolidated Shares, as the case may be, granted pursuant to the share option schemes adopted by the Company on June 22, 1991, June 28, 2001 and May 30, 2002 respectively; "Share Option(s)"

"Stock Exchange The Stock Exchange of Hong Kong Limited: "HK\$" Hong Kong dollars, the lawful currency of Hong Kong; and

per cent

As at the date of this announcement, the Board comprises of Mr. Wing Sum LEE, Mr. Richard Man Fai LEE, Mr. Sammy Chi Chung SUEN, Mr. Jeff Man Bun LEE, Mr. Tik Tung WONG and Mr. Waison Chit Sing HUi all of whom are Executive Directors, Ms. Kam Har YUE, who is a Non-executive Director, Mr. Boon Seng TAN, Mr. Raymond Cho Min LEE and Mr. Ying Kwan CHEUNG, all of whom are Independent Non-executive Directors.

For and on behalf of the Board of WO KEE HONG (HOLDINGS) LIMITED Richard Man Fai LEE Executive Chairman and Chief Executive Officer

Hong Kong, April 11, 2006

柜

# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公

(於百器雄註冊成立之有限公司)

# 零零五年度業

vi (除各港台計學用約17號(租贷) 现效布服租赁土地由物级、股历及股保加加分额边报整股政之会及来有限,在上边接字不能於晚期日在可提分院、土地及接于项目游籍整款包括的物物、原则报验的成本对联。 钟客想像时即明玑20g1全融工具:被摄及显列L及各部各时即明明30g1企服工具:磷铝及杆盘1 设在指数件面背极大页层处及内供出现金融搭加之外据之合计成账者等。同时必须放伍之平但建認行 全限工具、汽平低之建酚胶粉基表疆路。  $\Box$ 

和配行(集團)有限公司為一回控股公司,其主要附屬公司設於亞洲地區,包括中睾人民共和國(中國)、香港、澳門、新加坡及馬來西亞、為FP提供優質品牌產品之進口、市場推廣、分銷及營後服務。其主要產品包括空調產品、家用電器、包括汽車音響之影音電器產品、汽車及汽車配件以及其他電子產品。

1959.3% 11.5%

詹莱顿一港幣689,800,000元 本公司權益持有人應佔盈利一港幣35,500,000元 每股基本盈利—1.60港仙

. . . .

財務婚姻

和記行 (集團) 有限公司 (「本公司」) 之董事依然宣佈本公司及其附屬公司 (「本集團」) 裁至二零零五年十二月三十一日止年度之經舊核結合乘簿如下:

**综合機基表** *截至二零零五年十二月三十一日止年度* 

或獲取服務以交換股份或股份集集(編並結算交易)時,或以一定教皇股份或收份權力交換其他 等值写鑑「包建起算发品」時,認認成立,建設的基础,可以可以可以可以可以 在工作之间建筑是,於保日間減乏,與服備企何或整備特所使附入開文財費,應用海部財務報告,即以 药模告单即的"输工局",於保和開展了解股權企成成整備特所使期入開文財費,應用海部財務報告申期的"減工局",發展數算股權行程之所,本集國股本權認其財務影響, 紧静备港财務根告单则排3號[紫蘇合併]·春港會計準則第36號[資產減值]及春港會計準則第3 無邪質虧]後,乾驛附屬公司,共同控制及聯售公司。

古四名名二

针政策之所有**契顿**乃根據各自學則之過藏乾條文而作出。除以下各項外,本樂團所採納之所有 問均須能劃縣用:

618,618 (487,512) 港幣千元 (重列)

香港會計準即第16號-城自一項資產交易中購入之物業,廣房及設備,其初步計量乃依據公 平值計算,且隨週用於未來交易; 總會計準別第40號─由於本樂國已采用公平值模式、本樂團無須再單列比較資料,任何調 (包括對投資物乘置估盈餘任何部分之重薪分類)均須針對於二零零五年一月一日之保留 香港會計學則第21號一作為海外業務一部分的、對商署及公平值調整無追溯力之會計處理

出曾特作出曾物桑之虧損 投資物錄公平值收益/(虧損) 持作出曾物葉減值豫回至可變現潛值

其他營業收入

分銷費用 行政費用

短脅盈利 財務費用 出肾附屬公司之虧損淨額 重租費用

各港财務联告降则第3数—所有数二零零二年十一月七日後提出且数二零零五年一月一日尚未行模之所有權益工具才須組制應用, 香港會計準則-詮釋第15號一於二零零五年一月一日顧閱始之任何租貸,其戲勵措施均不要來 香港財務報告埠則第3號一於二零零五年一月一日後不作趙缵應用

(19,743)

(20,739) (11,502)

(28,601)

48,898 37,396

除稅前盈利/(虧損) 所得稅(開支)/撥回

本年度盈利

應佔聯營公司業績

29,502

二年等五年 道幣千元 407 0.02 (th #### 联纳春港會計學問題39號之影響: 可供出售金融資產增加 競券投資減少 以公平值計入對益之金融資產增加 媒動香港財務報告準別第3號之影響: 行政費用減少-商譽課銷 每股盈利(基本及攤灣)增加

(82)

1,935

0.08 (1)

1,722

房計份益,集團計劃及核務 就預計集團開交易之现金鐵量對沖會計 公平頂錫股權 取**圆尚未提的採用以下已公布但資末生效之新加/經修訂準则及詮釋** 金融工具:核霉 確定一项安排是否含有一项租貸 金融機保合的 第4號(修訂) 香港財務報告學則第4號 (修訂 應財務報告學與第7號 德財務報告學則一詮釋第4號 周第19號(修訂) 周第39號(修訂) 周第39號(修訂) 周第39號(修訂) 

二學等四年 港幣千元 (康州)

二字等五年进程数十元

**综合質整負債表** 於二**字字五**年十二月三十一日

本公司權益持有人應佔之 每股盈利一 基本及變簿

本公司權益特有人少數股策權益

200,847 102,664 2,306

60,545

46,806

於二军孝五年十二月三十一日,餘本公司於中郡人民共和國《中國》域內一開解屬公司所面職之 张祥斯歷、宋徽巴氏社一次金國的指揮的《於公司之政政教撰稿》。就是即是於蔣隆、讓 我們與《民族與《戊族政》(安安·文宗、宋、月二十四日對談附屬《司托·北摩曹政政 鑑於耳談》《民族民》的解釋《日本史》(李宗、宋、月二十四日對談附屬《司托·北摩曹政政 鑑於耳談》《民族民的月於、民附屬《司正导求陈禄忠见。《秦熙密存出任何相應行物。

二年韓四年一部第十元

(29,915) 604 826,98 828,88 487.512 549,330 ŝ 11,058 平位虧損: 可供出售之金融資產 其他公平值針入損益之金融資產 融資租賃資產 ·層員成本,包括董事酬金 出售物業,廠房及股份之虧損 確認為開支之存貨成本(包括存到 持有其他投資之未變現收益 利息收入 **經營業務之盈利已扣除** 開支/(瞬回)包括 核數節關金 **親廷祝頂:** 本年度 东部投

每股基本盈利之計算方法,乃根據股東總佔盈利的港衙33,461,000元 (二零零四年;總幣1,722,000元) 及年內已要行賽過股之加積平均數2,216,154,331股普絕股 (二零零四年;2,216,154,331股) 計算。 由於本公司之未行使總股權之行使價高於兩個年度之股份平均市價,故並無每股攤購盈利。 本集團給予客戶平均七至九十天之信貨期。其貿易往來應收服款減接僧之服齡分析如下

(29,502)

11,502

香港利得股乃根據本年度於答禮產生之估計應課稅盈利按17.5% (二零零四年:17.5%) 計算

本公司及其附屬公司應佔所得稅

**每外稅項乃根據各自司法權區之現行稅率計算。** 

於三军军五年十二月三十一日,本集團貿易往来及其他應收款之公平值與相應服而值大致相等 **就贸易往来應收服款,並無置大集中信货風險,因為本集團客戶數量原多,分散於國際市場** 50,275 4,296 4,296 1,907 2,002 34,287 103,942 贸易往來磨收服飲減撥備總額 町金,預付數及其他應收服飲 三十天以内 三十一天至六十天 六十一天至九十天 九十一天至一年 一年以上

52,680 20,907

於結算日,貿易往來應付限款之限齡分析如下:

576,232 42,386 618,618

本數開取助之業務可分為五個解析部份:空間產品、患者發鐵及其他電點產品、

蒙魯及地區分類 就業務管理目的

21,300

527 6,300 373,189

於聯替公司之權益 證券投資 可供出質之金融資產 避延稅項資產

非流動資產 投資物森 物業・廠房及設備 商幣

394,067

85,023 34,000

81,157

存貨 特作出售物業之可變現淨值

流動資產

5,070

5,598

服務循環検算 (30.658)	期務保存學則第2號 以聚份方式支付 的務保存期期2號 政務合作 88,778 578 20.178 10.721 6.728 10.25是被基本外,张斯斯斯(斯特斯特特斯·拉爾及各德與器裝在學則或無對本鎮 同比索接爾 (3.656) 12.52 12.52是被基本外,张斯斯斯(斯特斯特特斯)拉爾及各德與語報在學則或無對本鎮 同比索德斯	4.15 4.15 1.25-10 1.	4月12日 1132日 1132	(4775) (1997-74) (1997-7	格国分割数 国际方数据 医银子系统 医银色素化 医二甲甲甲二甲甲甲二甲甲甲甲二甲甲甲甲二甲甲甲甲二甲甲甲甲二甲甲甲甲二甲甲甲	地面的影響 解析 医舒及性瘤 本集團於二年學五年十二月 自作 18.200。19.200 中华人民共和國 (古晓及德門以外地區) (中 18.2200,000,000元),如中巴勒鲁州市田野、中国安安五年十二月 春村市田野 19.1100 中华人民共和国 (中国安全 19.200,000,000元),如中巴勒鲁州市里岛之影響,由安全 19.200,000,000元),如中巴勒鲁州市里岛 19.200,000,000元),如中巴勒鲁州市里岛 19.200,000,000元),如中巴勒里岛 19.200,000元),如中巴勒里岛南部土地南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市山南南南部市	2014 1914 1914 1914 1914 1914 1914 1914 1	各种形型形式 以發展過之至外 解放化型 医视镜电池 医视镜电池 医视镜电池 医视镜电池 医视镜电池 医视镜电池 医视镜电池 医视镜 一种 医多种原型形式 中央 医多种原型形式 医多种原型形式 医多种原型形式 医多种原型形式 医多种原型形式 医多种原虫形式	(1745) 原数百元年的影響性等。 (1745) [175] [17	回中 解放物法 医内部	新聞	対象	304/52 264/528 外基格性性 122,449 137543 314599 44,056 - 68,858 董中他,依然的 董中他,依然的 154,590 100元(二字 (6.819	有人態佔權益 30,597 263,319 88年元 88年元 88年元 88年元 88年元 88年元 88年元 88年	#如本的本体的,是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个	69,501 157,224 医脊髓膜炎 (1,520) 304,531 264,528 非年度監察 (1,320)	5,352 — 取器表面 (A.45) 25,004	319   日本変質事務   10,0540   値を信用検禁を激烈・日本   11,0524   4,0550   値を信用検禁を激烈・日本   11,0524   4,5565と6月2日   13,0524   4,5565と6月2日   13,0524   13,0534	· · · · · · · · · · · · · · · · · · ·	833 28,115 票課 374,022 422,182 分類模數 1,350 4,740 11,576 (643) 11,776 (543) 11,776 (543) 11,554 (2	之存款 (69.333 32.220 在乘機器 Na.146 111.146 1.557 1.	(42) 2.44 養養團 (4100 9.726 2.7146 777.45 77.746 88.778 82.78 88.78 82.78 11.71 11.61 77.746 88.78 82.78 88.78 87.78 11.61 77.48 87.78 88.7	(中) (18,833) 107.768	242,417 217,594 被继续的 在整体的联系之小组数数型 1 计算机 计数据	月期 2,0 20 下, 化电子电子电子电子电子电子电子电子电子电子电子电子电子电子电子电子电子电子电子	4.4.7.8 8.931 生效表验部下 大士·未发一年 1.4.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1.1	73,000 转形的有效的 不来要又有人来到少少这样的影响,可以是我们是我们的"我们就是我们就是我们,我们就是我们,我们就是我们,我们就是我们,我们就是我们,我们就是我们,我们就是我们,我们就是我们	18.18.5 (18.18.5 ) "我都对第一个人,我们就是我们就是我们就是一个人,我们就是我们就是我们就是我们就是我们就是我们就是我们就是我们就是我们就是我们就是	7.57 八井 20 1 年 2 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
	(1777) (	工格的设计 张明在中的对头。 张明在中的对头。 张明在中的对头。 张明在中的对头。 张明在中的对头。 张明在中的对头。 张明在中的一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个	46年時期的40% (18.618 18.95) 45 45 45 45 45 45 45 45 45 45 45 45 45	(1701) 28.524 (5.756) (1701) 28.524 (5.756					第26 日本 1920		2007		政策 (1747) (174	264-253   26	1.754 (1.754)		197244   19724   19724   197244   197244   197244   197244   197244   197244   19724   197244   19	1,555   1,556   1,572.54   1,			1997   1997	(1992) (1992) (1993)	2. 25 日本	1975   1975	Color		Colonia   Colo	10   10   10   10   10   10   10   10	(1974)

TO THE PART OF THE

# 影音及其他電子重品

主要·業務包括對本集團自身品牌(樂爵士)及[先力]影音產品,日本[賜蘭士]、[山水]影音產品,日本[阿爾後] 汽車電子產品之市場権廣及分銷,以及韓國[LO]電器產品之批發,

条務、新加坡及周來西亞等主要市場經濟持載改善 n. これで中間1001為毎年由乙記費・ 養務、新加坡及周來西亞等主要市場經濟持載改善, n. 乙芸等產品及市場拓展成功、營業額 體度提供、MP3、DVD操作機及全新優質影響製系統, 本集團之英國自身品條「縣青土」提得極 大成功。

等自进供移動模製的[阿爾派]汽車電子產品館會顧單住,於新加坡及周來西亞,原設備生產及享會市場乘務之前四額及利潤均錄得增長。

# 准备及消费银件分数

此業務主要包括意大利[法拉利]及[瑪鬱拉帶]汽車及配件於脊灣及農門之雄口、分輔及皆後 服務。

[法拉利]及[瑪莎拉蒂]於香港市場登數增長,今該業務銷售鄉上升201%,建港將377,800,000 元 (二季零四年:稳常314,600,000元)。年內之盈利資獻亦錄得增長,汽車服務中心服務依人 增長顯著,對營業盈利貢獻良多。樂團繼續對所有人口至中國的[法拉利]及[瑪莎拉蒂]越行 交貨前檢錄(PD)),是項嚴務收費亦對本樂團盈利有所貢獻。

年內本集團新推出「放拉利] F430型機8代配配車,該新型號型創下町學最多記錄,F430自七月間的付題,並為下半年帶來銷售額及盈利之為增長。

# 其他業務

年內,本集團被委任為意大利著名機動謝艇 [法拉帝]於華甫地區之區域代理,代理區包括 廣東、福建、海南及廣西。

吾等於香港及中國大陸的投資物業之租金收入有所增加

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# 新加坡及馬來西亞市場

於新加坡之業務包括分銷[三菱重工]及[先力]空調產品,「阿爾液]及「樂曆士|內車音響,以及[馬蘭土]、「樂曆土]及[MondountsDiord]家庭影音產品。瞳睫鏡市攝疲數令空調晚儲業務未如理想,汽車音響品以原發傷生產及零售市場業務之銷售額均錄得增長。年內新加坡業 於新加坡之業務包括分銷[三菱重工]及[先力]

馬來西亞康務主愛包括與新加坡豪務相同之內車音響及家庭影音產品。於二零零五年,內車音響部門增長良好,馬來西亞康務查聲得發到 務並錄得盈利

(金羚電器有限公司-「金羚電器」) 合管生產業務

拉同由本東團賽有50%播基之公司,從事設計及生產以「金券」品牌之梵衣鐵在中國銷售,現 時亦作為非洲、拉丁美洲、中東及東南亞客戶之原設備生產商([OBMJ)。

於本年度,銷售額增加人民幣29,600,000元(6,4%)至人民幣494,300,000元(二零零四年:人民幣404,700,000元)。由於原料成本上升,導致毛術等倍際受騰。屬格金於電鐵路組造器幣23,500,000 元(二零零四年:港幣17,500,000元)。然而吾等於努力尋求解於方案已取犯推展,以隨臺減少本集團於是項投資中的虧損。

於三零零五年年結日,本集團(不包括聯營公司)總員工人數為316人(去年為283人),外數增加11.7%,主要乃代車業務部擴張及新閱幕之香港38汽車服務中心增購入手所致

# 結算日後専項

**一路40分班值** 

於二零零六年二月,本集團透過攸關恆環有限公司,獲得「北瓿牌」直品於香港及該門之分的隨。除美國「北極牌」以外,於二零零六年初本集團亦獲得韓國者名品牌[大字] 電器 產品之分婚權

# 於中華人民共和國內法律程序的最新消息

於三零零六年三月十七日,本公司刊發公佈,當中披露有關廣州市祥能置黎教寶有限公司([梓龍]即原告人)對本公司遵有25%權益的附屬公司東湾長興副冷殷備有限公司([传 與]即抗辯人)與出法律程序([佐祚程序]),與[15%600與元(相等於勒浩幣15,600,000元)

度東含茲級人民徒院 (/ 痛級人民法院)) 已確認果结市中個人民法院 (/ 集発市法院)) 於二學學不分年,月一四日對非常解析,對與即律服交付租赁的其格別支援的政治權人國及相學等不分年,一個人的企業的 及某事的 医二甲基氏的复数 原表 医甲腺腺炎结节 网络指令意大约会团以发存程度的发现更重要,靠有数人民在股份撤退,投票用罐浆结片是的的指令最大价的金额合计的品格等3,100,000元(概至二零零六年二月十七日),· 获興現 正就高級人民法院的判決而可作出的相應行動尋求法律意見。 本集團於一九九八年初收購長興,法律程序乃關於長興於一九九三年(於長興成為本公司 的附屬公司前)借取的欽項,於一九九人年收購長興時,實力並未向本公司鼓靡有關專宜 鑑於商觀人民法院的判決,本集團將檢討導致收購長與92%權益的情況,並於每求愈見後 將考慮本集團能否作出任何相應行動,包括向費主索賠

# 出售合警企業的股本權益

Permi Sp.A.即立股權轉讓協議、內容為24mm。2002/20mm。2013 關政共享有限公司與 時讓法社利馬莎拉蒂內本國際貿易上、前,有限公司(統任合管企業)19%的股本 合管企業的業務範圍為「法拉利」、「現夢拉賽」18階內可以就任金企業」19%的股本權益。該 共和國的進口、分額及前費。 於二零零五年十二月三十日,本公司間接獲有89.92%權益的附屬公司勵股汽車有限公司與

以下為股東格別大會及股份合供之預期時間表,其乃取決於建成股份 合併受到規限之相關條件之日期,倘若預期時間表有任何變動,本公司將另行發表公佈知會股東及投資者。

伊雄爾股權計劃及可沒換緊建之際聯路關各自之規則,於股份合併。 沒依,可能應要對何與際權計劃之有使僱及股份數值,以及(p)可以 實際之沒確假及股份數值件出修訂。有關核數節對於確在修訂之證明 將報於令發于歷史之國的的

經濟運》既靠

七月二十一日(屈期五) 七月二十一日(岳朔五) 下午四時正 七月二十六日(星期三) 下午四時記 實資每手質賣單位為200股合併股份 (以現有股票形式買賣) 2 臨時繼結關 交回股份之股票,免費換報合併股份之 新股票之最後時間及日期

本公司蔣盡收向股東路發通函,當中戰有(其中包括)股份合併及郑一級役權之群情,遵同股東特別大會之通告。

极資料

和紹行(集團)有限公司,一同於百書建註冊成立之受豁免有限公司,其股份於聯交所主板上市; 於本公佈內,除文義另有所指外,以下詞彙具以下涵鑑 ( **伊** 中 22 23 一种母母 [本公司]

极键股份合件,將10股每股面值港幣0.10元之股份合併為每股面值港幣1.00元之股份; 本公司於二零零五年/九月七日向總與集團有限 公司阿提格對其100%權益之Coss Profit Capital Limite發育於二零零八年到期本金額港幣 30,000,000元票級7.25%之可兑換票據; 10 10 架 [董事] [現有一般授權] 「可兑换票據」 「合併股份」

本公司董事 聖輕

於二零零五年六月十五日舉行殷東瓊年大會上 核子龍女之一般为極條代標之號稱。以授權 "董奉配發、發行及以其他方式處置不超勝本公。" 司政後組在在有關授權之決職來第日已發行股 本面伍總額20%之為股份。以及轉回最多建本公

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資料庫及公司通告 (經濟通)上市公 方便、齊全、貼市

警察器令父弟所方解公司教术公路之内的表示支票,数其印题性或仍整在亦不要我任何契明,位别继统元据不过四本公将会即贷款分内的否定生或回给要议卷内的而 引张之任何想失了整任的责任。

WO KEE HONG (HOLDINGS) LIMITED 匣 4 部行(集團)有限 (於百哥拉 柔

建键胶份合併,更改每手買賣單位 購回證券之一般授權及發行新股之一般授權

本公司建議進行股份合併,據此,每十(10)限已發行股份將合併為一(1)股合併股份。股份合併領符(其中包括)股東於股東特別大會上批准後方司作實。

新一般 数 編 编并股份合併生效,则本公司之已要行股本耕由现有2,216,154,311股每股面值格幣0,10元之股份,会拼為221,615,433股每股面值港幣1,00元之 合併股份。

股票格别大會 本公司將繼校回股東市發殖函,指中鐵有 (其中包括) 建脂胶份合併及新一股授權之其他群情,提同股票特別大會之選告

鐵此設建本公司分別於二零零五年八月十八日及二零零六年二月二十 目刊發之公格中、憲章宣佈 (其中包括) 根據上田規則等記名條。本公司將第公格中、憲章宣传 (其中包括) 相線上田規則等記名條。本公司將第公格中八月十八 日起計六個月內召開股東特別大會、以今處及推在台牌股份之建議。 於二零年六年一月二十三日數之公格中、憲章宣传新羅屬應實務 份之股份表現。或今處是否指行股份合併之建議。實券會已於議建劃 份之股份表現。或今處是否指行股份合併之建議。實券會已於議建劃 形設份合併,基準為將十100原股份合併之建議。實券會已於議建劃 形設份合併,基準為將十100原股份合併之建議。實券會已於議建劃 市政份。並有意於股東持有大會上總呈股份合併。以供股東海盧及執 產

预知時間表

於殷東特別大會上,董市亦將曷宋殷東批准授出斯一般授權,以於殷 份合併生效後,騁回及發行合併殷份。

於本会條刊發目期,本会司之姓定歐本為推帶350,000,000元,分為3,000,0000元,分數4,000,0000配限份,有于2月6,012股份的企作生效。 1,000,0000配限份,每十2月6,012股份的供生效每日前体影解存成配份存储度,以及模址本公司院股份的供生效目的体影解行及配容任何其他股份,则本会司之法定股本等的為維密350,000,000 元。但將包括350,000,000股合辟股份,當中221,613,43股合辟股份將予 建建胶份合併

六月十五日(星期四) 下午四時正 六月十六日(星期五) 上午九時三十分

六月十六日(風期五) 上午九時三十分 六月十六日(星期五) 上午九時三十分

質數每手質數和從為2,000股 股份(以利克數定形式質數) 之別時候的附屬關 實數每手算單度位為200股 合併與的(以與有股票之形式實數) 之臨時權的[以對有股票之形式實數]

買賣合併股份之開始日期

股份合併之生效日期

六月十六日(星期五) 上午九時三十分 六月三十日(星期五) 上午九時三十分 六月三十日(星期五) 上午九時三十分 七月二十一日(星期五) 下午四時正 七月二十一日(風期五)下午四時正

進行碎股買賣之首日 買賣每手買賣單位為5,000股合併股份 (以新股票形式買賣)之現有機給重閱 股票免費核領合併股份之新股票之首日 受發任之無紀開始在市場上 提供對整股務

合併股份(以現有及新股票之 形式貿蘭)開始並行貿費 合併股份(以現有及新股票之 形式買賣)並行買賣結束 受委任之**絕紀終止在市場上** 提供對盤服務

進行碎股質賣之最後一日

六月十六日(星期五) 六月十六日 (星期五)

六月十三日(星期二) 下午十二時十五分 六月十五日(星期四) 下午十二時十五分

交回股東特別大會代表 委任表格之最後期限

股東特別大會

**心脏取む之地** 

合序股份游於所有方面彼此享有同等權益。股份合併將不會堪發股東 之相關權利有任何變動。買賣合併股份之每手買買單位,將改為每手 買賣單位2,500股合併股份。

本公司將向聯交所申請批准因股份合併而產生之合併股份上市及買賣。 買賣單位之安排

為了實際合併股份之种股,本公司辦委任務學歷券投資有限公司,依 「職業的」之為中的社會使到成社會等的持年中的中央股份 投資報度的,并會把發表改了實施自己的任即時限的有人。雖然 專本不为一十八日三二章本本作一九十一日(在战前的保制)期間 有一度或與醫療等之為學歷史表別解解的學歷史表別是 所立度或與醫療等之為學歷史表別解解的學歷史表別是(1825) 別立建立與醫療等之為聯絡所被服务,在 碎股安排及零碎合併股

勤稅股票 有限合价保收付价的股上享季六年六月十五日不任時起之後、股東 可於二零年六年六月十六日或之後、紅至二零年六年七月二十六日(包 東省防備刊上,將投和股份股票站交公司支票的股份与整位分 處 (1股份份「至近份」,以晚份的份价。 高行成股份(至近份),以晚份的份股份之股份。 100股份(1股份份份) 100股份(1股份份份) 100股份份。 100股份份的份价。 100股份份份。 100股份份的份价。 100股份份的份价。

股份合併之影響

股份合併對本集圖之拍關落產負債、集務營運、管理或財務欽復(不包 務與此相關之開支)或改東於本公司之價益比例及依等各自之投票權並 無精成影響 股份合併所涉及之間支估計約為港幣260,000元 散份合併須待進成以下各項後始可作實 股份合併之條件

股東於股東特別大會上通過批准股份合併之背極決議案;及 聯交所批准於股份合併生效後已發行之合併股份上市及買賣

股份合併之原因

諸如本公司於二掌掌五年八月十八日發表之公佈所載。由於股份之間 格將接低電幣(0)元之下限、<u>感輸交防撃求及根準</u>上市規則等13.64條。

次二零零六年,本與圖之主要市場香港、觀門、中國大陸、新加坡及馬來西亞均有望繼續增長,並為本來圖提供完計商機。

音等游校汽車廠家獲配更多汽車,故汽車鐵路有壁線得良好頭售鐵及盈利增長,都汽車型號大受市場數學,部分訂算交貨期要排到網年之後,音等亦數增值更多汽車品牌,以補充現有 系列向顧客提供更全面產品,新開幕的3S中心增加了汽車ങ量及維修觀路。

空與感務將維持其衛告徵及利潤水平。[北極牌]加入音等之環線產品降容後,有聖衛洋面包 鐵櫃等獨特產品貸起更高毛利。此外,接過特許之品牌授權,本集團亦可開發新產品提高銷售量。音等之[先力]品牌將開發新產時的生活產品,例如按應結等

本集團之[樂尉士]品牌影音產品將閱發運特別、毛利更高之產品,以同時提高產品形象及利 潤水平。吾等將致力開拓[樂尉士]於中國大陸及海外市場之分類。今年音等將曾試開拓音樂 軟件市場,並已設立「Rogers Music」品牌,從專音樂出版及藝人管理事務。

本集團亦計劃增加位於香港的和記行大廈之盈利貢獻,此乃本集團最大的單一固定資產,佔地20,195平方呎,總面額433,482平方呎。吾等正考慮游大廈用途改變,現時,除大廈及其他物業之租金收入正持環增加。 銷售更多高級奢侈品牌乃集團之報養方向,奪政意大利「法拉帝」機動跡經於良好銷售酬力之 華南地區的分銷權,即是良好問婚。本集團辦盡力爭取更多高級奢侈品牌分銷權,以加強本 集團分銷多元化之地位,並帶來豐沛之毛利。

此外,吾等在調整於金券電器有限公司投資之方案已取得良好進展,將對本集團帶來之損失 降至最低,

阻震或層回翅券

本公司及其附屬公司於本年度概無瞬回、出售或體回任何本公司證券

数行问被股票簿

於二零零五年人月十八日,本公司獻德與集團有限公司或其附屬公司或其聯屬公司認其聯獨公司認與本公司發行本金為德格30,000,000,000元,與面息率為7,25%的可執股票據(可執股票據(可執股票數 國有限公司建成認關合約。初始執股價有限表格0,10元,須等調整,到即1万以該可換股票 據安行日期前將三限國年日之前一日,中與股稅雖稅的10元,須等調整,到即1万以該可換股票 股安行日期前將三限國年日之前一日,中與股稅雖稅稅稅。 此本公本由本公司已第行股本之13,55%或佔本全司因發股而增加之股本之11,92%。可換 股票雖與資淨值的為德幣之8,000,000元,用於本公司一般營運資金。於回顧年度,並無任何可 換限票據查轉換或國回。

建議之股份合併

简多国本公司分别於二零零五年八月十八日及二零零六年二月二十三日之公物,依據上市規 11.56株之规定,實有导投資率於公司之股份指合併,特中股現和股份合併為一股、依確 陽縣股份合併程是限表的別人有(此二零零六年六月十五日舉行)由股票整鎖批准。建議股份 合併之詳估刊裁於二零零六年四月十二日刊登之另一即公佈內

依董事之意見,年內,本公司符合香港聯合交易所有限公司證券上市規則聯發14所載企業管 治常規守則 ([守則])之規定,惟董事會主席與行政總裁職能分開之規定例外。

守則A.2.1條規定,主席與行政總裁之職能必須分開,且不得由同一人擔任。

李文璋先生 ([李先生)] 身漆執行主席及行政總裁職務,董事會認為該架構並不會拍答董事會 與管理層之間的権力與戰權平衡,此乃因為,實事會已鎮遵事會及管理局之権力及職権,採 時間時指引。該指引將於企業管治程告內公佈並與二幂零五年年報一起派發予股東。

根據和配行 (集團)有限公司一九九一年公司法,擔任主席或董事總經理無須按本公司章程細 守則第A.4.2條規定,每位董事(包括有指定任期的董事)應輪渡退任,至少每三年一次。

到输席退任。為完全遵守A47條规定,本公司執行主席及行政總裁等先生目向公司發出確認。 表示於將來之股東選年大會上被規定之期限自顧退任,以使本公司完全遵守守期,並顧於有 關股東選年大會上牌選達任。故此,本公司靠已遵後守則A4.2條之規定。

警核委員會審員

春徒委員會已務實本樂闡載至二零零五年十二月三十一日止年度之經審技綜合財務模表,包 括本集團採締之會計原則及實務,並於審覽期間討論內部監控及財務報告事項。

股東週年大會及股東特別大會

本公司股東國年大會及股東特別大台游於二零零六年六月十五日舉行,本公司服於政約於二 零零六年四月二十五日寄發股東灣年大台通告予股東,辯屆時參閱。

承董事會命 執行主席兼行政總裁

學文學

香港,二零零六年四月十一日

截至本公佈口期,羅那會成員白族執行蘭郡李永祿先生、李文輝先生、孫茲即托生、李文彬 先生、任蘇東先生及群棲政先生;及非執行董事会会觀女士;以及獨立非執行董邸陳文生先 生、李卓民先生及張應坤先生。

乘錄公街之國本可於香港之主變群專繼案取一傳算聲碼:(652) 2521-7198。 二零零五年年報及屬目蔣於或的於二零零六年四月二十五日向殷東壽發。

t要辦事處:新界葵補背山道585-609號和配行大厦A座十樓 和配行(集團)有限公司

傅真赋碼: (852) 2521-7198

氧拉· http://www.wokeehong.com.hk

解如本公司股二零字五年八月十八日登录之公格所载,由胶股份之價 稀养提出物的公元界。即與安尼格克及民族的 以及整整整建士(明月之股份表现接。指导自指。目前分别行政 中之股份与供生物与等。 中之股份与供生物等等。 这种人的一种,是一种的一种,是一种的一种的一种。 这种人们是一种的一种,是一种的一种的一种。 这种种股级有效的特别,如果是一种的一种。

方便、齊全、貼市

授于董事之一般及集体投稿之线码。以後疆章的是,是市及,使为农以其他公民国家不同国际公司的地位。可应通知推在国际报告、政策,由日安开设,可应通知推在了政策,在日宁安开设,可应通过推在了政策,可应通过推在了政策,有自己等有可能的10%之股份,不可应等的10%之股份。

出類 一般

於股東特別大會上授予董事之一般及無條件授權,以寫暨不超過本公司於股份合併生效當日已發行股本面值總額20%之新合併股份;

本公司及其附

「發行授權」 [上市規則]

於本公司在二零零五年六月十五日舉行之政策揭存大會上,經濟普接 決職。於仅任中紀的於了香港和大會校權,仍以開向任中包括 即成之國務,是例表於一等等五年六月十五日已營行政中國經營 19%之國務,是例而是數分發入時代,有其一部一部一部一部一部一 工年六月十五日已營行政本司政學等 工年六月十五日已營行政本司政學第四年, 工年六月十五日已受行政本司政學第四年, 五百值(楊多建本公司已要行政本司政學第四年 建建校出新一般投稿

现有一般授権將於本公司在二零零六年六月十五日 (寮伕股東特別大會 舉行前) 舉行之股東週年大會結束時失效。 於股份合併生效,可配贷,發行及以其他方式腐費最多達44,322,086股份存股股份的企作股份的企作,可以在水气的投贴的各的生效,以即使了20分,以即以16,34股合供股份,佔本公司政股合任时,以即其负责建立16,34股合件股份,该本公司政股合任年效该之已發行报本10%後,重本局持等采取来推在後侵比抗一般投售。

未行使開股權

於本公條刊發日期,根據本公司分別於一九九一年六月二十二日、三 等李一件月二十八日及二等李二年五月二十日提納之際股權計劃已 校址及尚本行任之與股應所各及之際份數日分別加4.1/18股、118,616,002 股及和1,46,958歷度 股份合併一旦生效,以及根據於股份合併生效當日有尚未行使購股權之基準,本公司已要求其核數的或根據各購股權計劃之規則、上市規則第17.03(13)條及聯交所發出之補充指引而須作出關整(如有)之盟明。

根據各關股權計劃之規則及聯交所發出之潮売指引。將作出相應調整, 以致於作出有關據訂則及之後,開股權承授人有權享有之本公司已發 行股本比例仍舊相同。 回以被避益

香港,二军军六年四月十一日 • 催供課房 於二零至在中九月七日,本公司已向姆奥娜馬有限公司閱控總對其100% 獨差之Coxs Poult Coxplain Linne的第三位,就學與整 化初步 法與傳灣幣 0.10元元表向目以上前10分元的 0.00元的配配 6.10分元 法檢傳辦幣 0.10元元表向日本效後,可及海為300元00元配配 6.10分元 是於原建立條款,於股份合併生效後,可及將原建立总統領將關聯 市幣 1.00元,於股份与併生效後或解析可以及股份 市幣 1.00元。於股份与什生效後或解析可以及股份 上市公司企成的股份件機份,佔本公司股份合併後之已發行由末 以及佔本公司经30,000股合併限份,

承董事合命 和配行(集團)有限会司 執行主席療行政總裁 李文輝

將召開及舉行之股東特別大會,以考慮及酌情 批准股份合併及新一般授權;

「股東特別大台」指

「取份合併」

[路母]

「購股權」

本公司股本中每股面值港幣0.10元之普通股; 建鐵將每股面值港幣0.10元之10敗股份合併為一股面值港幣1.00元之合併股份; 股份或合併股份(如文義所需)之持有人;

政股東特別大會上授予董事之一股及無條件授權,以於聯交所購回最多建本公司於股份合併 僅,以於聯交所購回最多建本公司於股份合併 生效當日已發行股本面值總額10%之本公司證券;

發行授權及瞬回授權之統稱;

[新一般授權] [韓回授權]

聯交所證券上市規則

报键本公司分別於一九九一年六月二十二日、二零零一年六月二十八日及二零零二年五月三十日採納之簿股稽計劃,授出可認購股份或合併股份(稅稅稅局)之緣股權。

香港聯合交易所有限公司 香港法定貨幣推元;及

「聯交所」

「紫缎」

非一般磚頭式投資指南可比! 《經濟通》上市公司資料車

FORTUNA INTERNATIONAL HOLDINGS LIMITED Π ⋖ 既 益國際集團有

(股份代號: 530) Ø

(於百事雄莊冊成立之有限公司)

臣

本公司之董耶會往意到,本公司擁有75条樣益之附屬公司路豐有限公司未能說 審核用途提供有關裁至二零零五年十二月三十一日止年度之充份財務資料。董 事會現正調查有關專宜,並評估有關專宜對本公司本年度全年樂劫之影響。 本公佈乃根據香港聯合交易所有限公司證券上市規則第13.09段作出

於編製廣益國際集團有限公司(「本公司)]報至二零零五年十二月三十一日止年度 (「本年度」)之年報時,本公司之董事會(「董事合」或「董事」)注意到,本公司籍 有759權益之附屬公司錦豐有限公司未能就審核用途提供有關本年度之充份財務 本公佈乃根據香港聯合交易所有限公司證券上市規則第13.09段作出。

賽事會已採取積極措施,以確保其所有附屬公司妥善保存顧問,以便本公司之核 繫師顧利維行審核。然而,鐵學會與注意到,總體有限公司所提供之文件有可能 不夠完整或不足夠作本年度之審核之用。董學會與正調查有關耶宜,並與各方尊 在某機之影響。 以評估有關專宜對本公司辦於二零學六年四月底前刊發之本年度全年業機之影響。 資料。錦豐有限公司及其附屬公司從事網鐵貿易及物業投資業務。

股東及學校資本務須注意,概至本公佈發表日期,公開發售 (定識見本公司於二專學六年一月二十七日發表之公佈)之條件尚未遵成。本公司之股東及總投資者於寶賈本公司之股中公司之股中,投資者應考慮。於寶賈斯本公司之股分 经管股份 時務沒審模行事。如有任何疑問,投資者應考慮 試此每次專業意見

於本公佈發表日期:執行董毋為蔣應泉先生、黃德忠先生及会允抗先生;而獨立 非執行董事為曹謨羣先生、郭志桑先生及鄭永強先生。

郭原泉

廣益國際集團有限公司

承重事合命

上海,二零零六年四月十一

磁供識別

香港,二零零六年四月十一日

僅供練房之用

FORTE
思想

SHANGHAI FORTE LAND CO., LTD. (在中華人民共和國註冊成立的中外合質股份有限公司) 復地(集團)股份有限公司 (股份代號: 2337)

ŧα ধ 本公告乃根據《香港聯合交易所有限公司證券上市規則》第 13.09條規定而作出

趙提達復地(集團)股份有限公司(「本公司」)分別於二零零六年三月二十三日及二零零六年四月十日刊發之業第公告(「葉<mark>議公</mark> 告])及臨時股東大會 (「臨時股東大會」) 通告。

如業類公告所述,本公司的股東名冊將由二零零六年五月十六日至三零零六年六月十五日(包括首尾兩天)(指此過戶登記日期) 門停辦理股份總戶登記干銷。就如本公司在臨時股東大台類時內所進一步公佈,本公司將由二零零六年四月二十七日至三零零六年五月二十六日(包括首尾兩天)皆停辦理股份過戶程記手鎖。

券登記有限公司,地址為香港灣仔皇后大道東183號合和中心 為符合資格獲得將於二零零六年六月十五日舉行的股東週年大 會上擬統的末期股息,所有股份轉讓文件須於二擊擊六年四月 二十六日下午四時前送達本公司之股份過戶登記處香港中央證 17樓1712-1716號舖

非執行董事為瑪樂望而獨立非執行董事為消祿祺、陳獨杰、 紹銘及王美娟。 於本公佈日期,本公司之執行董事為郭廣昌、范偉及丁國其

**承董事會命** 



### WO KEE HONG (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

#### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of WO KEE HONG (HOLDINGS) LIMITED ("Company") will be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:00 nooh or any adjournment thereof for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions: resolutions

- To receive and consider the audited consolidated accounts and the reports of directors and auditors of the Company for the year ended December 31, 2005;
- To re-elect directors of the Company and to authorise the Board of Directors to fix the remuneration of the Directors; and
- To authorise the Board of Directors to appoint auditors of the Company and to fix their remuneration.

By order of the Board WO KEE HONG (HOLDINGS) LIMITED Phyllis NG Company Secretary

Hong Kong, April 25, 2006 Registered office: Canon's Court 22 Victoria Street Hamilton HM12 Bermuda.

Principal office In Hong Kong: 10th Floor, Block A Wo Kee Hong Building 583-609 Castle Peak Road Kwai Chung, New Territories Hong Kong.

- A shareholder entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote in his stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereigned intended to work in the power of atomey or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong at 10th Floor, Blook A, Wo Kee Hong Building, 583-690 State Peek Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

  Campletion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment meeting or upon the poll concerned if they so with. In such event, the instrument appointing the proxy shall be deemed to be revoked.
- Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the meeting (before or on the declaration of the results of the show of harids or on the withdrawal of any other demand for a poll):
  - (a) by the chairman of the meeting; or
  - (b) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
  - by any charchiolder or shareheaders present in person or by a daly authorised corporate representation or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
  - by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to you at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.



#### WO KEE HONG (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

#### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of WO KEE HONG (HOLDINGS) LIMITED ("Company") will be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:15 p.m. or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 12:00 noon, whichever is later, or any adjournment thereof for the purposes of considering and, if thought fit, passing, with or without modification, the following ordinary resolutions:

- (A) THAT the 3,500,000,000 shares of HK\$0.10 each in the authorised share capital of the Company be consolidated into 350,000,000 shares of HK\$1.00 each; and
  - (B) THAT any one or more of the directors of the Company be authorised generally to do all things appropriate to effect and implement any of the matters in Resolution Number I(A) as set out in the Notice of Meeting.
- THAT subject to the passing of Resolution Number 1(A) as set out in the Notice of Meeting.

  THAT subject to the passing of Resolution Number 1(A) as set out in the Notice of Meeting, a general and unconditional mandate be granted to the directors of the Company to exercise all the power to allot, issue and otherwise dealt with the new shares in the Company not exceeding 20% of the aggregate nominal amount of the share-capital of the Company in issue as at the date of the passing of the relevant resolution.
- THAT subject to the passing of Resolution Number 1(A) as set out in the Notice of Meeting, a general and unconditional mandate be granted to the directors of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.

  THAT subject to the passing of Resolution Numbers 2 and 3 as set out in the Notice of Meeting, the number of shares to be allotted, issued and otherwise dealt with by the directors of the Company pursuant to Resolution Number 2 as set out in the Notice of Meeting be increased by the aggregate nominal amount of share capital of the Company which are to be reputased by the Company pursuant to the authority granted to the directors of the Company under Resolution Number 3 as set out in the Notice of Meeting.

By order of the Board
WO KEE HONG (HOLDINGS) LIMITED
Phyllis NG
Company Secretary

Hong Kong, April 25, 2006 Registered office: Canon's Court 22 Victoria Street Hamilton HM12 Bermuda

Principal office in Hong Kong: 10th Floor, Block A Wo Kee Hong Building 585-609 Castle Peak Road Kwai Chung, New Territories Hong Kong.

- This is a summary of the full text of the Notice of the Special General Meeting. The full text of the Notice of the Special General Meeting is contained in a circular to the shareholders giving further about the business to be conducted at the Special General Meeting. Copies of the circulars which are being sent to all negistered shareholders on April 25, 2006 may be obtained upon request from Standard Registrars Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- As at the date of this notice, the Board of Directors comprises Mr. Wing Sum LEE, Mr. Richard Man Fai LEE, Mr. Sammy Chi Chung SUEN, Mr. Jeff Man Bun LEE, Mr. Tik Ting WONG and Mr. Waison Chi Sing HUI, all of whom see Executive Directors, Ms. Am Har YUE, who is a Non-executive Director, Mr. Bon Seng TAN, Mr. Raymond Cho Min LEE and Mr. Ying Kwan CHEUNG, all of whom are independent Non-executive Directors.



#### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司

(於百慕建註冊成立之有限公司) (股票編號:720)

### 股東週年大會通告

茲盟告和記行(集團)有限公司(「本公司」) 謹訂於二零零六年六月十五日(星期四)中午十二時正假座香港新 界荃灣卷華術)號悅來福店3樓水晶廳舉行股東週年大會或任何續會,以討論及酌情通過下列決職案(不論有 存條前):

- 1. 省覽本公司截至二零零五年十二月三十一日止年度之經審核綜合賬目、董事會報告及核數師報告;
- 2. 重選本公司董事及授權董事會釐定董事酬金;及
- 3. 授權董事會委任本公司核數師並釐定其酬金。

承董事會命 和記行(集團)有限公司 公司 公司 日本統

香港,二零零六年四月二十五日

註冊辦事處: Canon's Court 22 Victoria Street Hamilton HM12 香港主要辦**事處**: 香港新界 葵涌青山道585至609號 和配行大廈A座10樓

#### 附註

- 有權出席上述大會並於會上投票之股東,均有權委任一名代表出席並代其投票,持有兩股或以上股份之股東可委任多於一位代表於同一會上出席。受委代表毋須為本公司股東。
- 2 如陽聯名股份特有人,則任何一位該等持有人均可親身或委派代表於大會上以該等股份投票,猶如彼為唯一有權投票 者,但如超遞一位聯名持有人親身或委派代表出席大會,則只有上述出席並於股東名冊內排名於首之股東才可獲有關 投票權。
- 3 按印列之指示填妥及正式簽署之代表委任表格、進門簽署人之授權書或其他授權文件(如有),由授權代決親簽簽署或由公證人簽署證明,須於股東何年大會或其任何類會召開48小時前交回本公司位於香德新界要商青山道585至609號和配行大厦点歷10模之香港主要與專處,方為有效。
- 4 填妥及交回代表委任表格後,股東仍可親身出席大會或其任何續會並於會上或投票表決時投票。在此情况下,委任代表之文據將被視作撤銷。
- 5 依據本公司公司細則第70億。下列人士可(於宣佈學學投票結果之前或之時或撤銷任何其他投票要求時)要求就任何於大會上提屆投票之決職案以投票方式表決。
  - (a) 大會主席; 或
  - (b) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於大會上投票之委任代表;或
  - (c) 任何一名或多名親身出席之股東或穩正式授權之公司代表或委任代表,而彼或彼等於全體股東可於大會上投票之 投票權總額中所佔比例不少於十分之一;或
  - (d) 任何一名或多名觀身由於之股東或穩正式授權之公司代表或委任代表,而核或核等持有財勞可於大會上投票之檔 利之股份,且當中已繳股數之總額。相等於所有附帶有關權利之股份中全部已藏股款股份所佔比例不少於十分之
- 值供最別



#### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司

(於百嘉達註冊成立之有限公司) (股票編號:720)

#### 股東特別大會通告

基通告和配行(集團)有限公司([本公司]) 簡訂於二零零六年六月十五日(星期四)下午十二時十五分,或實 館於同一日在同一地點中午十二時正母行之本公司股東週年大會結束後(以較遲者為準),假座香港新界差 灣荃華街3號快來酒店3樓水晶廳舉行股東特別大會或其任何續會,以討輸及酌情通過下列普通決議案(不驗 有否修訂):

- (A) 動擴將本公司法定股本中每股面值港幣0.10元之3,500,000,000股股份,合併為每股面值港幣1.00元之 350,000,000股股份;及
  - (B) 動鹽一般授權本公司任何一名或多名董事,就有效執行本大會通告所載第1(A)項決議案內任何事項而作出一切或當之事情。
- 2. 動職待本大會通告所軟第 1(A)項決議案獲通過後,授予本公司董事一般及無條件授權,以配發、發行及處置本公司之新股份,惟數目不得超過於通過有關決議業當日本公司已發行股本面值總額之20%。
- 3. 動體符本大會通告所載第 1(A)項決職案複通過後,授予本公司董事一般及無條件授權,於香港聯合交易所有限公司購回本公司之證券,數目最多至通過有關決議案當日本公司已發行股本面值總額之10%。
- 4. 動體存本大會通告所軟第2及3項決議案獲通過後,本公司董事根據大會通告所軟第2項決議案將予配發、發行及以其他方式處置之股份數目,增加至本公司董事根據本大會通告所軟第3項決議案而復受之權力將予聘回之本公司股本面值總額。

承董事會命 和記行 (集團) 有限公司 公司秘書 吳心瑜

**香港,二零零**六年四月二十五日

註冊辭事處: Canon's Court 22 Victoria Street Hamilton HM12 Bermuda 香港主要辦事處: 香港斯界 麥浦青山道585至609號 和配行大廈A座10樓

#### 附註

- 1. 此乃本股東特別大會通告全文之優要。股東特別大會通告之全文載列於將寄發予股東之猶出內,該通函對股東特別大會將處理事項有地一步說明。該通函將於二零零六年四月二十五日寄發予所有登記股東,則本可應要求於香港標準證券登記有限公司榮取,地址為香港灣仔魚后大道東28號金鐘匯中心26樓。
- 2. 於本公布日期,董事會由執行董事李永康先生、辛文拜先生、孫忠冲先生、李文彬先生、在滌乘先生及許捷成先生、非執行董事余金醛文士,及穩立非執行董事除文生先生、李卓民先生及張應坤先生组成。
- 僅供證別

### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in WO KEE HONG (HOLDINGS) LIMITED, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the licensed securities dealer, bank or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

PROPOSED SHARE CONSOLIDATION,
GENERAL MANDATE TO REPURCHASE SECURITIES
AND GENERAL MANDATE TO ISSUE NEW SHARES
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting of WO KEE HONG (HOLDINGS) LIMITED ("Company") to be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong, on Thursday, June 15, 2006 at 12:15 p.m. or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 12:00 noon, whichever is later, or any adjournment thereof is set out on pages 16 to 21 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal office of the Company in Hong Kong at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

<sup>\*</sup> for identification purposes only

# **CONTENTS**

	Page
EXPECTED TIMETABLE	ii
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	4
Proposed Share Consolidation	5
Status of the Consolidated Shares	5
Board lot arrangement	5
Odd lot arrangements and fractional Consolidated Shares	6
Trading arrangements	6
Exchange of Share Certificates	7
Effects of Share Consolidation	7
Conditions of Share Consolidation	7
Reasons for the Share Consolidation	8
Proposed Grant of New General Mandates	8
Outstanding Share Options	9
Convertible Note	10
SGM	10
Procedures for Demanding Poll	11
Responsibility Statement	11
Recommendations	12
APPENDIX - EXPLANATORY STATEMENT	13
NOTICE OF SCM	16

## **EXPECTED TIMETABLE**

Set out below is the expected timetable for the SGM and the Share Consolidation which is dependent on the date of fulfilment of the relevant conditions to which the Share Consolidation is subject. Shareholders and investors will be informed if any change is made to the expected timetable by further announcement of the Company.

2006
Latest time for lodging proxy forms for the SGM
SGM 12:15 p.m. on Thursday, June 15
Effective date of Share Consolidation 4:00 p.m. on Thursday, June 15
Dealings in Consolidated Shares commence 9:30 a.m. on Friday, June 16
Existing counter for trading in board lot size of 2,000 Shares (in the form of existing share certificates) temporarily closes
Temporary counter for trading in board lot size of 200 Consolidated Shares opens (in the form of existing share certificates)
First day of free exchange of Shares certificates for new share certificates for Consolidated Shares Friday, June 16
Designated broker starts to stand in the market to provide matching service
First day of odd lot facility Friday, June 16
Existing counter for trading in board lot size of 5,000 Consolidated Shares reopens (in the form of new share certificates) 9:30 a.m. on Friday, June 30
Parallel trading of Consolidated Shares (in the form of existing and new share certificates) commences 9:30 a.m. on Friday, June 30
Parallel trading in Consolidated Shares (in the form of existing and new share certificates) ends 4:00 p.m. on Friday, July 21
Designated broker ceases to stand in the market to provide matching service
Last day of odd lot facility Friday, July 21
Temporary counter for trading in board lot size of 200 Consolidated Shares closes (in the form of existing share certificates)
Latest time and date for lodging certificates for Shares in exchange for new certificates for Consolidated Shares free of charge

### **DEFINITIONS**

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"associate(s)"

has the meaning ascribed thereto under the Listing

Rules;

"Board"

the board of Directors:

"Business Day"

a day (other than a Saturday) on which banks in Hong

Kong are generally opened for banking business;

"Bye-Laws"

the bye-laws of the Company as may be amended from

time to time;

"CCASS"

the Central Clearing and Settlement System established

and operated by HKSCC;

"Company"

Wo Kee Hong (Holdings) Limited, an exempted company incorporated in Bermuda with limited liability, whose Shares are listed on the Main Board of

the Stock Exchange;

"Companies Act"

the Companies Act 1981 of Bermuda (as amended from

time to time);

"Consolidated Share(s)"

shares of HK\$1.00 each consolidated from 10 Shares of

HK\$0.10 each under the Share Consolidation:

"Convertible Note"

the 7.25% coupon convertible note due 2008 in the principal amount of HK\$30 million issued by the Company to Cross Profit Capital Limited, which is 100% indirectly controlled by Hanny Holdings Limited

on September 7, 2005;

"Director(s)"

the director(s) of the Company;

"Existing General Mandates"

collectively, the general and unconditional mandates granted to the Directors at the annual general meeting dated June 15, 2005 to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate and to repurchase Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution approving such mandate;

"Group"

the Company and its subsidiaries;

#### **DEFINITIONS**

"Issue Mandate" the general and unconditional mandate to be granted to the Directors at the SGM to dealt with new Consolidated Shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue upon the Share Consolidation becoming effective; "HKSCC" Hong Kong Securities Clearing Company Limited; "Hong Kong" The Hong Kong Special Administrative Region of The People's Republic of China; "Latest Practicable Date" April 20, 2006, being the latest practicable date prior to the printing of this circular for ascertaining information contained in this circular; "Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange; "New General Mandates" collectively, the Issue Mandate and the Repurchase Mandate: "Repurchase Mandate" the general and unconditional mandate to be granted to the Directors at the SGM to repurchase securities of the Company on the Stock Exchange of up to 10% of the aggregate nominal amount of the share capital of the Company in issue upon the Share Consolidation becoming effective; "SGM" the special general meeting of the Shareholders to be convened and held to consider, if thought fit, to approve the Share Consolidation and the New General Mandates, the notice of which is set out on pages 16 to 21 of this circular; "Share(s)" ordinary share(s) of HK\$0.10 each in the share capital of the Company; "Shareholder(s)" holder(s) of Shares or Consolidated Shares, as the

context requires;

each;

the proposed consolidation of every ten Shares of HK\$0.10 each into one Consolidated Share of HK\$1.00

"Share Consolidation"

	DEFINITIONS
"Share Option(s)"	option(s) for the subscription of Shares or Consolidated Shares, as the case may be, granted pursuant to the share option schemes adopted by the Company on June 22, 1991, June 28, 2001 and May 30, 2002 respectively;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers (as revised);

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong; and

"%" per cent.



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

Executive Directors:

Mr. Wing Sum LEE (Honorary Chairman)

Mr. Richard Man Fai LEE

(Executive Chairman & Chief Executive Officer)

Mr. Sammy Chi Chung SUEN

Mr. Jeff Man Bun LEE

Mr. Tik Tung WONG

Mr. Waison Chit Sing HUI

Non-executive Director:

Ms. Kam Har YUE

Independent Non-executive Directors:

Mr. Boon Seng TAN

Mr. Raymond Cho Min LEE

Mr. Ying Kwan CHEUNG

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal office in Hong Kong:

10th Floor, Block A

Wo Kee Hong Building

585-609 Castle Peak Road

Kwai Chung, New Territories

Hong Kong

April 25, 2006

To all Shareholders

Dear Sir or Madam,

# PROPOSED SHARE CONSOLIDATION, GENERAL MANDATE TO REPURCHASE SECURITIES AND GENERAL MANDATE TO ISSUE NEW SHARES AND NOTICE OF SPECIAL GENERAL MEETING

#### INTRODUCTION

Reference is made to the announcements made by the Company dated August 18, 2005, February 23, 2006 and April 11, 2006 respectively. In the announcement dated August 18, 2005, the Board announced, among other things, that pursuant to Rule 13.64 of the Listing Rules, the Company will convene a special general meeting within six months of August 18, 2005 for the purpose of considering and approving a consolidation proposal to consolidate the Shares. In the announcement dated February 23, 2006, it was announced that the Board

<sup>\*</sup> for identification purposes only

will continue to monitor the performance of the share price of the Shares and consider whether or not to proceed with proposal for share consolidation. The Board has resolved to proceed with a consolidation of the Shares on the basis of consolidating ten Shares into one Consolidated Shares and proposed to put forward the Share Consolidation for the consideration and approval of the Shareholders by way of ordinary resolution at the SGM.

At the SGM, the Directors will also seek to obtain approval of the Shareholders for the grant of the New General Mandates.

The purpose of this circular is to provide you with information on the proposed Share Consolidation and the grant of New General Mandates at the SGM.

#### PROPOSED SHARE CONSOLIDATION

The Board proposes to seek approval from the Shareholders by way of ordinary resolution at the SGM to effect the Share Consolidation by consolidating every ten Shares into one Consolidated Share.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$350,000,000 divided into 3,500,000,000 Shares of which 2,216,154,331 Shares have been issued and are fully paid. Upon the Share Consolidation taking effect and on the basis that the Company does not issue and allot any further Shares prior to the date the Share Consolidation becoming effective, the authorised share capital of the Company will remain at HK\$350,000,000 but will comprise 350,000,000 Consolidated Shares, of which 221,615,433 Consolidated Shares will be in issue.

#### Status of the Consolidated Shares

The Consolidated Shares will rank pari passu in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders. Board lot size for trading in the Consolidated Shares will be changed to 5,000 Consolidated Shares per board lot.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares resulting from the Share Consolidation.

#### **Board lot arrangement**

The Shares are currently traded in board lots of 2,000 Shares. The value of the current board lot of 2,000 Shares based on the closing price of HK\$0.045 per Share on the Latest Practicable Date is HK\$90. Upon the Share Consolidation becoming effective, the Consolidated Shares will be traded in board lots of 5,000 Consolidated Shares, such that based on the closing price of the Shares as at the Latest Practicable Date, the expected value of each board lot of 5,000 Consolidated Shares is expected to be more than HK\$2,000. Fractions of any Consolidated Share will not be issued but will be aggregated and sold in the market for the benefit of the Company.

#### Odd lot arrangements and fractional Consolidated Shares

In order to facilitate the trading of odd lots of Consolidated Shares, South China Securities Limited will be appointed by the Company to provide a matching service to those Shareholders who wish to acquire or to dispose of their holdings of odd lots of Consolidated Shares. Holders of odd lots of Consolidated Shares who wish to take advantage of this trading facility should contact Mr. Francis WU of South China Securities Limited at 28th Floor, Bank of China Tower, No.1 Garden Road, Central, Hong Kong (telephone number: (852) 2845-6636) either directly or through their licensed securities dealers during the period from June 16, 2006 to July 21, 2006, both days inclusive.

Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed as the matching service is provided on a "best effort" basis. Successful matching will also depend on there being adequate amounts of odd lots of Consolidated Shares available for such matching. Shareholders are also recommended to consult their professional advisers if they are in any doubt regarding the odd lot arrangements.

Where the Share Consolidation gives rise to fractions of a Consolidated Share, such fractional Consolidated Shares will be disregarded and not be issued to the Shareholders. All such fractional entitlements to Consolidated Shares will be aggregated and sold and the net proceed shall be retained for the benefit of the Company.

#### Trading arrangements

Subject to the Share Consolidation becoming effective, the arrangement for trading in the Consolidated Shares will be as follows:

- (a) from 9:30 a.m. on Friday, June 16, 2006, the existing counter for trading of Shares in board lots of 2,000 Shares will be temporarily closed;
- (b) with effect from 9:30 a.m. on Friday, June 16, 2006, a temporary counter for trading of Consolidated Shares in board lots of 200 Consolidated Shares, in the form of existing share certificates for the Shares (in green colour), will be established, and the settlement and delivery for trading at this temporary counter will be on the basis of every ten (10) Shares for one (1) Consolidated Share. Only share certificates for Shares (in green colour) can be traded at this temporary counter;
- (c) with effect from 9:30 a.m. on Friday, June 30, 2006, the existing counter will be re-opened for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares. Only the new share certificates for Consolidated Shares (in blue colour) can be traded at this counter;
- (d) during the period from 9:30 a.m. on Friday, June 30, 2006 to 4:00 p.m. on Friday, July 21, 2006 (both days inclusive), parallel trading of Consolidated Shares will be carried out at the above two counters mentioned in paragraphs (b) and (c) above; and

(e) the temporary counter for trading of Consolidated Shares in board lots of 200, using the existing certificates for the Shares (in green colour), will be closed at 4:00 p.m. on Friday, July 21, 2006 and trading of Consolidated Shares will only be done in board lots of 5,000 thereafter (in the form of new share certificates in blue colour).

#### **Exchange of Share Certificates**

After the Share Consolidation has become effective, Shareholders may submit their existing share certificates (in green colour) for Shares to the Company's branch share registrar in Hong Kong, Standard Registrars Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong ("Branch Registrar"), from 9:30 a.m. from Friday, June 16, 2006 to Wednesday, July 26, 2006 (both days inclusive), in exchange for new share certificates (in blue colour) for Consolidated Shares at the expense of the Company. Thereafter, certificates for Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) payable to the Company's share registrar for each existing share certificate or new share certificate, whichever number of certificates is higher and such certificates for existing Shares will cease to be marketable and will not be accepted for dealing purpose. However, such share certificates will continue to be good evidence of the legal title to the Shares.

It is expected that new share certificates (in blue colour) for Consolidated Shares will be available for collection on or after the tenth business day from the date of submission of existing shares certificates for Shares to the Branch Registrar at the above address.

#### **Effects of Share Consolidation**

The Share Consolidation has no impact on the underlying assets and liabilities, business operations, management or financial position of the Group (other than the expenses in connection therewith) or the proportionate interests of the Shareholders in the Company and their respective voting rights.

The expenses involved in the Share Consolidation are estimated to amount to approximately HK\$260,000.

#### **Conditions of Share Consolidation**

The Share Consolidation is conditional on:

- (a) the passing by the Shareholders of an ordinary resolution approving the Share Consolidation at the SGM; and
- (b) the Stock Exchange granting the listing of and permission to deal in, the Consolidated Shares in issue upon the Share Consolidation becoming effective.

Assuming that all the above conditions are fulfilled, it is expected that the Share Consolidation will become effective at 4:00 p.m. on June 15, 2006.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares after the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Main Board of the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Main Board of the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Consolidated Shares registered on the Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty.

#### Reasons for the Share Consolidation

As set out in the announcement made by the Company dated August 18, 2005, as the price of the Shares approaches the extremities of HK\$0.01, at the request of the Stock Exchange and pursuant to Rule 13.64 of the Listing Rules, and having monitored the performance of the Share price for the past seven months, the Board believes it to be the appropriate time to implement the proposed Share Consolidation. The proposed Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. It is expected that the Share Consolidation will bring about an increase in the trading price of the Shares and will reduce the overall transaction costs of the Shareholders when they deal in the Shares.

#### PROPOSED GRANT OF NEW GENERAL MANDATES

At the annual general meeting of the Company held on June 15, 2005, ordinary resolutions were passed to, among other things, grant the Existing General Mandates to the Directors (i) to repurchase, among other things, Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on June 15, 2005; and (ii) to allot and issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on June 15, 2005 and the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the Company's issued share capital) of any Shares repurchased by the Company.

The Existing General Mandates will lapse at the conclusion of the annual general meeting of the Company to be held on June 15, 2006, immediately before the SGM.

The Board will seek Shareholders' approval to grant the New General Mandates upon the Share Consolidation becoming effective. Assuming that no exercise of the outstanding Share Options and conversion of the Convertible Note take place during the period from the Latest Practicable Date to the date of the SGM, the New General Mandates will allow the Directors to:

- (a) allot, issue and otherwise deal in up to 44,323,086 Consolidated Shares being 20% of the issued share capital of the Company upon the Share Consolidation becoming effective; and
- (b) exercise the power of the Company to repurchase up to 22,161,543 Consolidated Shares being 10% of the issued share capital of the Company upon the Share Consolidation becoming effective.

The New General Mandates will be exerciseable by the Directors at any time ended the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date upon which such authority is revoked or varied at a general meeting of the Shareholders; and (iii) the date by which the next annual general meeting of the Company is required to be held by laws or the Bye-Laws.

An explanatory statement containing information on the Repurchase Mandate in compliance with the Listing Rules is set out in the Appendix to this circular. The information in the explanatory statement is to provide Shareholders the relevant information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate to the Directors.

#### **OUTSTANDING SHARE OPTIONS**

As at the Latest Practicable Date, the numbers of Shares in respect of which Share Options have been granted and are outstanding under the share option schemes adopted by the Company on June 22, 1991, June 28, 2001 and May 30, 2002 respectively were 11,421,118, 118,616,032 and 84,146,958 respectively.

The Company has requested the auditors of the Company to provide a certificate as to the adjustment (if any) required to be made in accordance with the rules of the each of the share option schemes, Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange once the Share Consolidation becomes effective on the basis that there are Share Options outstanding as at the date the Share Consolidation becomes effective.

Corresponding adjustments will be made on the basis that the proportion of the issued share capital of the Company to which a grantee of share options is entitled shall remain the same before and after such adjustment in accordance with rules of each of the share option schemes and the supplementary guidance issued by the Stock Exchange.

According to the auditor's certificate, the following are the potential adjustments on the Share Options:

Date of grant	No. of Share Options outstanding	No. of Shares to which holders of Share Options are entitled to subscribe for	Subscription price per Share HK\$	No. of Consolidated Shares, as adjusted, to which holders of Share Options will be entitled to subscribe for post-Share Consolidation	Adjusted subscription price per Consolidated Share HK\$
September 8, 2000	4,719,470	4,719,470	0.2347	471,947	2.3470
January 18, 2001	409,019	409,019	0.1661	40,901	1.6610
May 28, 2001	6,292,629	6,292,629	0.1661	629,262	1.6610
August 10, 2001	111,694,164	111,694,164	0.1661	11,169,415	1.6610
August 29, 2001	5,348,712	5,348,712	0.1661	534,868	1.6610
November 23, 2001	1,573,156	1,573,156	0.1661	157,315	1.6610
June 4, 2002	57,892,158	57,892,158	0.1000	5,789,206	1.0000
September 24, 2002	26,254,800	26,254,800	0.1000	2,625,480	1.0000
Grand Total:		214,184,108		21,418,394	

The auditors of the Company confirm that the potential adjustments to the Share Options above, if effective, will be in accordance with Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange.

#### **CONVERTIBLE NOTE**

On September 7, 2005, the Company has issued the Convertible Note to Cross Profit Capital Limited, which is 100% indirectly controlled by Hanny Holdings Limited, which upon full conversion at the initial conversion price of HK\$0.10 can be converted into 300,000,000 Shares. Pursuant to the terms of the Convertible Note, upon the Share Consolidation becoming effective, the conversion price of the Convertible Note will be adjusted to HK\$1.00. Upon full exercise of the Convertible Note after the Share Consolidation becoming effective, a total of 30,000,000 Consolidated Shares will be issued, representing approximately 13.54% of the issued share capital of the Company after Share Consolidation and approximately 11.92% of the issued share capital of the Company as enlarged by the 30,000,000 Consolidation Shares.

#### **SGM**

A notice convening the SGM to be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:15 p.m. or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 12:00 noon, whichever is later, or any adjournment thereof is set out on pages 16 to 21 of this circular and a form of proxy for use at the SGM is therein enclosed. Whether or not the Shareholders intend to be present at the SGM, they

are requested to complete the form of proxy and return it to the principal office of the Company in Hong Kong, at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding of the SGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the SGM or any adjournment thereof or upon the poll concerned if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

#### PROCEDURES FOR DEMANDING POLL

All ordinary resolutions in respect of the Share Consolidation and the New General Mandates will be put to vote of all Shareholders at the SGM by a show of hands. Pursuant to the bye-law 70 of the Bye-Laws, a poll may be demanded in relation to any resolution put to the vote of the SGM (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll):

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

#### LETTER FROM THE BOARD

#### RECOMMENDATIONS

The Board considers that the proposed Share Consolidation and the granting of the New General Mandates are in the best interest of the Company and the Shareholders as a whole; therefore, recommends the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the SGM.

Yours faithfully,
For and on behalf of the Board of
WO KEE HONG (HOLDINGS) LIMITED
Richard Man Fai LEE
Executive Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to you with regard to the Repurchase Mandate to be proposed at the SGM.

#### THE LISTING RULES

The Listing Rules contain provisions regulating the repurchase by companies whose primary listings are on the Stock Exchange of their securities on the Stock Exchange, the following is a summary of certain provisions of the Listing Rules relating to repurchase of securities:

#### Shareholders' Approval

The Listing Rules provide that all proposed repurchases of securities by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

#### Source of Funds

Repurchases must be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-Laws and the Companies Act. A company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any repurchase by the Company may be made out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account.

#### **REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing any securities, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its shareholders. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

#### FUNDING OF REPURCHASES

Repurchases of Shares will be funded out of funds legally available for the purchase in accordance with the Company's memorandum of association, the Bye-Laws and the applicable laws of Bermuda.

On the basis of the current financial position of the Company as disclosed in the audited accounts contained in the 2005 annual report of the Company, there might be an adverse effect on the working capital requirements or gearing levels of the Company in the event that the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,216,154,331 Shares. Upon the Share Consolidation becoming effective, the issued share capital of the Company will be 221,615,433 Consolidated Shares. Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no Shares are issued or repurchased during the period from the Latest Practicable Date up to the date of the SGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 22,161,543 Consolidated Shares equivalent to 10% of the issued share capital of the Company as at the date of the resolution granting the Repurchase Mandate.

#### **GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their associates, have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the memorandum of association of the Company and the Bye-Laws.

If as a result of a repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Modern Orbit Limited, Mr. Richard Man Fai, LEE, Ms. Siew Yit HOH, Ms. Kam Har YUE, Mr. Jeff Man Bun LEE and Fisherman Enterprises Inc. and their respective associates (collectively the "Controlling Shareholders") were interested in 1,284,912,178 Shares, representing approximately 57.98% of the issued share capital of the Company. The shareholdings of the Controlling Shareholders will remain the same upon the Share Consolidation becoming effective. Based on such shareholdings, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholdings of the Controlling Shareholders would increase to approximately 64.42% of the issued share capital of the Company. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under

Rule 26 of the Takeovers Code. Furthermore, the Directors do not consider such increase would reduce the issued share capital in public hands to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange).

No connected person (as defined in the Listing Rules), including a director, chief executive or substantial shareholder of the Company or its subsidiaries or an associate of any of them has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

#### **SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	HK\$	HK\$
2005		
April	0.057	0.045
May	0.050	0.045
June	0.054	0.046
July	0.052	0.047
August	0.071	0.049
September	0.073	0.057
October	0.059	0.047
November	0.058	0.049
December	0.056	0.047
2006		
January	0.053	0.037
February	0.053	0.040
March	0.048	0.037
April (up to the Latest Practicable Date)	0.055	0.044

#### SECURITIES PURCHASES MADE BY THE COMPANY

The Company has not purchased any of its Shares, whether on the Stock Exchange or otherwise, in the six months preceding the date of this circular.



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

#### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of WO KEE HONG (HOLDINGS) LIMITED ("Company") will be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:15 p.m. or immediately after the closing of the annual general meeting of the Company to be held on the same date and place at 12:00 noon, whichever is later, or any adjournment thereof for the purposes of considering and, if thought fit, passing, with or without modification, the following ordinary resolutions:

#### 1. **"THAT:**

- (A) the 3,500,000,000 shares of HK\$0.10 each in the authorised share capital of the Company be consolidated into 350,000,000 shares of HK\$1.00 each on the basis that every ten (10) existing issued and unissued shares of HK\$0.10 each in the share capital of the Company be consolidated into one (1) share of HK\$1.00 each ("Consolidated Share") with effect from 4:00 p.m. on the date on which this Resolution Number 1(A) is passed, being a day on which the Stock Exchange is open for the business of dealing in securities (or such later date as may be determined by the Directors) ("Share Consolidation"); and
- (B) any one or more of the directors of the Company be and is hereby authorised generally to do all things appropriate to effect and implement any of the matters in Resolution Number 1(A) as set out in the notice convening this meeting."

#### 2. "THAT

(A) subject to the passing of Resolution Number 1 as set out in the notice convening this meeting, the directors of the Company be and are hereby generally and unconditionally authorised to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with additional shares of HK\$1.00 each in the share capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any such shares and to make or grant offers, agreements and options which might require the exercise of such powers;

<sup>\*</sup> for identification purposes only

- (B) the approval in paragraph (A) of this Resolution Number 2 shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme, or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or participants of such share option schemes of the Company of shares or rights to acquire shares of the Company; or
  - (iii) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum of association and Bye-Laws of the Company and the Companies Act 1981 of Bermuda (the "Companies Act") in force from time to time; or
  - (iv) any issue of shares in the Company upon the exercise of any subscription rights or conversion under the terms of any warrants of the Company or any securities of the Company which are convertible into shares of the Company, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this Resolution Number 2; and the authority pursuant to paragraph (A) of this Resolution Number 2 shall be limited accordingly.
- (D) for the purpose of this Resolution:

"Relevant Period" means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act, or any other applicable law of Bermuda to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution Number 2.

"Rights Issue" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company)."

#### 3. "THAT

- (A) subject to the passing of Resolution Number 1 as set out in the notice convening this meeting, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this Resolution Number 3 shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares of HK\$1.00 each in the capital of the Company at a price determined by the directors of the Company;
- (C) (i) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution Number 3 during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution Number 3; and
  - (ii) the total amount of warrants of the Company, if any, which may be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution Number 3 during the Relevant Period shall not exceed 10% of the amount of the warrants of the Company in issue as

at the date of the passing of this Resolution Number 3 and the authority granted pursuant to paragraph (A) of this Resolution Number 3 shall be limited accordingly; and

- (D) for the purpose of this Resolution, "Relevant Period" means the period from the date of the passing of this Resolution Number 3 until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company, the Companies Act, or any other applicable laws of Bermuda to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution Number 3."
- 4. "THAT conditional upon Resolution Numbers 2 and 3 as set out in the notice convening this meeting being duly passed, the general mandate granted to the directors of the Company to exercise the power of the Company to allot, issue and deal with shares pursuant to Resolution Number 2 as set out in the notice convening this meeting be and is hereby extended by the additional to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution Number 3 as set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution Number 4."

By order of the Board
WO KEE HONG (HOLDINGS) LIMITED
Phyllis NG

Company Secretary

Hong Kong, April 25, 2006

Registered office: Canon's Court 22 Victoria Street Hamilton HM12 Bermuda.

Principal office in Hong Kong: 10th Floor, Block A Wo Kee Hong Building 585-609 Castle Peak Road Kwai Chung, New Territories Hong Kong.

#### Notes:

- 1. A shareholder entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote in his stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- 3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if they so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
- 5. Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the meeting (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll):
  - (a) by the chairman of the meeting; or
  - (b) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or

- by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (d) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

## 此乃要件請即處理

閣下對本通函任何方面**如有任何疑問**,應諮詢 閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已將名下和記行(集團)有限公司股份全部售出或轉讓,應立即將本通 函連同隨附之代表委任表格交予買主或承讓人,或經手買賣或轉讓之持牌證券 交易商、銀行或其他代理商,以便轉交買主或承讓人。

香港聯合交易所有限公司及香港中央結算有限公司對本通函之內容概不負責, 對其準確性或完整性亦不發表任何聲明,並明確表示概不就因本通函全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司) (股份編號: 720)

建議股份合併 購回證券之一般授權 及發行新股之一般授權 及 股東特別大會通告

和記行(集團)有限公司(「本公司」) 謹訂於二零零六年六月十五日(星期四)下午十二時十五分,或緊隨於同一日在同一地點中午十二時正舉行之本公司股東週年大會結束後(以較遲者為準),假座香港新界荃灣荃華街3號悦來酒店3樓水晶廳舉行股東特別大會或其任何續會,大會通告載於本通函第16至21頁。

# 目 錄

j	頁次
預期時間表	ii
· 釋義	1
董事會函件	
緒言	4
建議股份合併	5
合 併 股 份 之 地 位	5
買賣單位之安排	5
碎股安排及零碎合併股份	6
買賣安排	6
換 領 股 票	7
股份合併之影響	7
股份合併之條件	7
股份合併之原因	8
建議授出新一般授權	8
未行使購股權	9
可兑换票據	10
股東特別大會	10
要求投票表決之程序	11
責任聲明	11
推薦建議	12
JE Ing XE HX	1. 4
附錄 一 説明函件	13
股東特別大會通告	16

# 預期時間表

以下為股東特別大會及股份合併之預期時間表,其乃取決於達成股份合併 受到規限之相關條件之日期。倘若預期時間表有任何變動,本公司將另行發表 公佈知會股東及投資者。

二零零六年

交回股東特別大會代表委任表格 之最後期限
股東特別大會六月十五日(星期四)下午十二時十五分
股份合併之生效日期
買賣合併股份之開始日期 六月十六日(星期五)上午九時三十分
買賣每手買賣單位為2,000股股份 (以現有股票之形式買賣)之現時櫃枱 暫時關閉
買賣每手買賣單位為200股合併股份 (以現有股票之形式買賣)之臨時櫃枱 開啟
股票免費換領合併股份之新股票之首日
受委任之經紀開始在市場上提供 對盤服務
進行碎股買賣之首日
買賣每手買賣單位為5,000股合併股份 (以新股票形式買賣)之 現有櫃枱重開六月三十日(星期五)上午九時三十分
合併股份(以現有及新股票之形式買賣) 開始並行買賣六月三十日(星期五)上午九時三十分
合併股份(以現有及新股票之形式買賣) 並行買賣結束七月二十一日(星期五)下午四時正
受委任之經紀終止在市場上提供 對盤服務
進行碎股買賣之最後一日 七月二十一日(星期五)
買賣每手買賣單位為200股合併股份 (以現有股票形式買賣)之 臨時櫃枱關閉七月二十一日(星期五)下午四時正
交回股份之股票,免費換領合併股份之 新股票之最後時間及日期

除文義另有所指外,於本通函內,下列詞語具有以下涵義:

「聯繫人士」 指 與上市規則所界定者具相同涵義;

「董事會」 指 董事會;

「營業日」 指 香港銀行整體開放營業之日(星期六除外);

「公司細則」 指 本公司之公司細則(可能不時予以修訂);

「中央結算系統」 指 香港結算成立及操作之中央結算及交收系統;

「本公司」 指 和記行(集團)有限公司,一間於百慕達註冊成

立之受豁免有限公司,其股份於聯交所主板上

市;

「公司法」 指 百慕達一九八一年公司法(不時予以修訂);

「合併股份」 指 根據股份合併,將10股每股面值港幣0.10元之股

份合併為每股面值港幣1.00元之股份;

「可兑換票據」 指 本公司於二零零五年九月七日向錦興集團有限

公司間接控制其100%權益之Cross Profit Capital Limited發行於二零零八年到期本金額港幣30,000,000

元票息7.25%之可兑换票據;

「董事」 指 本公司董事;

「現有一般授權」 指於二零零五年六月十五日舉行股東週年大會上

授予董事之一般及無條件授權之統稱,以授權董事配發、發行及以其他方式處置不超過本公司於通過批准有關授權之決議案當日已發行股本面值總額20%之新股份,以及購回最多達本公司於通過批准有關授權之決議案當日已發行股

本面值總額10%之股份;

「本集團」 指 本公司及其附屬公司;

「發行授權」 指 於股東特別大會上授予董事之一般及無條件授權,以處置不超過本公司於股份合併生效當日

已發行股本面值總額20%之新合併股份;

「香港結算」 指 香港中央結算有限公司;

「香港」 指 中華人民共和國香港特別行政區;

「最後實際可行日期」 指 二零零六年四月二十日,即本通函付印前,為

確定當中所載若干資料之最後實際可行日期;

「上市規則」 指 聯交所證券上市規則;

「新一般授權」 指 發行授權及購回授權之統稱;

「購回授權」 指 於股東特別大會上授予董事之一般及無條件授

權,以於聯交所購回最多達本公司於股份合併

生效當日已發行股本面值總額10%之本公司證券;

「股東特別大會」 指 將召開及舉行之股東特別大會,以考慮及酌情

批准股份合併及新一般授權,其通告載於本通

函第16至21頁;

「股份」 指 本公司股本中每股面值港幣0.10元之普通股;

「股東」 指 股份或合併股份(如文義所需)之持有人;

「股份合併」 指 建議將每股面值港幣0.10元之10股股份合併為一

股面值港幣1.00元之合併股份;

「購股權」

指 根據本公司分別於一九九一年六月二十二日、 二零零一年六月二十八日及二零零二年五月三 十日採納之購股權計劃,授出可認購股份或合

併股份(視情況而定)之購股權;

「聯交所」

香港聯合交易所有限公司; 指

「收購守則」

香港公司合併及收購守則(經修訂); 指

「港幣」

指 香港法定貨幣港元;及

「%」

百分比。 指



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司)

(股份編號: 720)

執行董事:

李永森先生(榮譽主席)

李文輝先生(執行主席兼行政總裁)

孫志冲先生

李文彬先生

汪滌東先生

許捷成先生

非執行董事:

余金霞女士

獨立非執行董事:

陳文生先生

李卓民先生

張應坤先生

敬啟者:

註冊辦事處:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

香港主要辦事處:

香港

新界葵涌

青山道585-609號

和記行大廈

A座10樓

建議股份合併 購回證券之一般授權 及發行新股之一般授權 及 股東特別大會通告

# 緒言

謹此提述本公司分別於二零零五年八月十八日、二零零六年二月二十三日及二零零六年四月十一日刊發之公佈。於二零零五年八月十八日刊發之公佈中,董事宣佈(其中包括)根據上市規則第13.64條,本公司將於二零零五年八月十八日起計六個月內召開股東特別大會,以考慮及批准合併股份之建議。於二零零六年二月二十三日發表之公佈中,董事會宣佈將繼續監察股份之股價表現,並

考慮是否進行股份合併之建議。董事會已決議進行股份合併,基準為將10股股份合併為一股合併股份,並建議於股東特別大會上提呈股份合併,以供股東考慮及以普通決議案批准。

於股東特別大會上,董事亦將尋求股東批准授出新一般授權。

本通函旨在向 閣下提供有關股份合併及於股東特別大會上授出新一般授權之資料。

## 建議股份合併

董事建議於股東特別大會上尋求股東以普通決議案批准,按每10股股份合併為一股合併股份之基準進行股份合併。

於最後實際可行日期,本公司之法定股本為港幣350,000,000元,分為3,500,000,000股股份,當中2,216,154,331股股份為已發行及繳足股款之股份。於進行股份合併後,以及根據本公司於股份合併生效當日前並無發行及配發任何其他股份,則本公司之法定股本將仍為港幣350,000,000元,但將包括350,000,000股合併股份,當中221,615,433股合併股份將予發行。

### 合併股份之地位

合併股份將於所有方面彼此享有同等權益。股份合併將不會導致股東之相關權利有任何變動。合併股份之每手買賣單位,將改為每手買賣單位為5,000股合併股份。

本公司將向聯交所申請批准因股份合併而產生之合併股份上市及買賣。

### 買賣單位之安排

股份目前按每手買賣單位2,000股股份進行買賣。根據股份於最後實際可行日期之收市價每股港幣0.045元計算,目前每手買賣單位2,000股股份之價值為港幣90元。於股份合併生效後,合併股份將按每手買賣單位5,000股合併股份予以買賣,以致根據股份於最後實際可行日期之收市價計算,預期每手買賣單位5,000股合併股份之價值會超過港幣2,000元。任何合併股份之碎股將不會予以發行,但將彙集起來於市場出售,收益歸本公司所有。

### 碎股安排及零碎合併股份

為了買賣合併股份之碎股,本公司將委任南華證券投資有限公司向有意收購或出售彼等所持零碎合併股份之股東提供對盤服務。有意把握是次買賣機會之合併股份碎股持有人,應於二零零六年六月十六日至二零零六年七月二十一日(包括首尾兩日)期間內,直接或透過彼等之持牌證券交易商聯絡南華證券投資有限公司之胡立雄先生,地址為香港中環花園道1號中銀大廈28樓(電話號碼:(852)2845-6636)。

股東務須留意,由於對盤服務乃按「竭盡所能」之基準而提供,故不能保證能夠為買賣合併股份之碎股而成功提供對盤服務。成功進行對盤亦將取決於有足夠零碎之合併股份以進行對盤活動。謹此亦務請股東如對碎股安排有任何疑問,應諮詢彼等之專業顧問。

倘若股份合併導致產生零碎之合併股份,則該等零碎之合併股份將不獲理 會及不會發行予股東。合併股份之所有零碎配額均將彙集起來出售,而所得之 款項淨額則將保留歸本公司所有。

#### 買賣安排

待股份合併生效後,有關買賣合併股份之安排載述如下:

- (a) 由二零零六年六月十六日(星期五)上午九時三十分起,買賣每手買賣單位為2,000股股份之現時櫃枱將暫時關閉;
- (b) 由二零零六年六月十六日(星期五)上午九時三十分起,將設立買賣每 手買賣單位為200股合併股份(以現有股票(綠色)之形式買賣)之臨時 櫃枱,而有關於這臨時櫃枱進行買賣之交收及交付事宜,將根據每十 (10)股股份獲發一(1)股合併股份之基準進行。只有股份之股票(綠色) 才可於這臨時櫃枱進行買賣;
- (c) 由二零零六年六月三十日(星期五)上午九時三十分起,買賣每手買賣單位為5,000股合併股份之現有櫃枱重開。只有合併股份之新股票(藍色)才可於這櫃枱進行買賣;
- (d) 由二零零六年六月三十日(星期五)上午九時三十分起至二零零六年七月二十一日(星期五)下午四時正(包括首尾兩日)止期間內,將於上文第(b)及(c)段所述之兩個櫃枱並行買賣合併股份;及

(e) 於二零零六年七月二十一日(星期五)下午四時正,買賣每手買賣單位 為200股合併股份(以現有股票(綠色)形式買賣)之臨時櫃枱將關閉。 合併股份(以新股票(藍色)形式買賣)只會按每手買賣單位5,000股或以 上而予以買賣。

#### 換領股票

於股份合併生效後,股東可由二零零六年六月十六日(星期五)上午九時三十分起至二零零六年七月二十六日(星期三)(包括首尾兩日)止,將彼等之現有股份股票(綠色)送交本公司之香港股份過戶登記分處標準證券登記有限公司(地址為香港灣仔皇后大道東28號金鐘匯中心26樓)(「股份過戶登記分處」),以換領合併股份之新股票(藍色),有關費用由本公司支付。此後,交回股份股票以換領新股票,則須向本公司之股份過戶登記處支付每張現有股票或新股票(以較多數目之股票為準)港幣2.50元之費用(或聯交所不時可能指定之較高款額),而現有股份之有關股票,則將不可再於市場上買賣,且不會被接納作買賣用途。然而,該等股票將繼續是股份法定所有權之良好證據。

現預期合併股份之新股票(藍色),將於現有股票交往股份過戶登記分處(地址見上文)當日起計第十個營業日或之後可供領取。

### 股份合併之影響

股份合併對本集團之相關資產負債、業務營運、管理或財務狀況(不包括與此相關之開支)或股東於本公司之權益比例及彼等各自之投票權並無構成影響。

股份合併所涉及之開支估計約為港幣260,000元。

#### 股份合併之條件

股份合併須待達成以下各項後始可作實:

- (a) 股東於股東特別大會上通過批准股份合併之普通決議案;及
- (b) 聯交所批准於股份合併生效後已發行之合併股份上市及買賣。

假設達成上述所有條件,則預期股份合併將於二零零六年六月十五日下午 四時正生效。

於股份合併生效後,本公司將向聯交所申請合併股份上市及買賣。

合併股份獲准於聯交所主板上市及買賣後,合併股份方會獲香港結算接納 為合資格證券,由合併股份於聯交所主板開始買賣當日,或香港結算決定之其 他日期起,於中央結算系統內寄存、結算及交收。

聯交所參與者於任何交易日進行之交易交收,乃須於其後之第二個交易日在中央結算系統內進行。中央結算系統內進行之所有活動,均須遵照當時有效之中央結算系統一般規則及中央結算系統運作程序進行。買賣登記於本公司股東名冊香港分冊之合併股份,將須繳付香港印花稅。

#### 股份合併之原因

誠如本公司於二零零五年八月十八日發表之公佈所載,由於股份之價格將接近港幣0.01元之下限,應聯交所要求及根據上市規則第13.64條,以及經監察過去七個月之股價表現後,董事會相信,目前乃執行建議中之股份合併之適合時機。建議中之股份合併將增加股份之面值,以及削減目前已發行之股份總數。預期股份合併將令到股份之成交價增加,並將於股東買賣股份時削減股東之整體交易成本。

## 建議授出新一般授權

於本公司在二零零五年六月十五日舉行之股東週年大會上,通過普通決議案,涉及(其中包括)授予董事現有一般授權,(i)以購回(其中包括)面值總額不超過本公司於二零零五年六月十五日已發行股本面值總額10%之股份;及(ii)配發及發行及以其他方式處置不超本公司於二零零五年六月十五日已發行股本面值總額20%,以及本公司所購回任何股份之面值(最多達本公司已發行股本面值總額之10%)之股份。

現有一般授權將於本公司在二零零六年六月十五日(緊接股東特別大會舉 行前)舉行之股東週年大會結束時失效。

董事會將尋求股東批准於股份合併生效後授出新一般授權。假設由最後實際可行日期至股東特別大會舉行日期止期間內,並無行使尚未行使購股權,以及兑換可兑換票據,則新一般授權將准許董事:

- (a) 配發、發行及以其他方式處置最多達44,323,086股合併股份,佔本公司 於股份合併生效後之已發行股本20%;及
- (b) 行使本公司之權力,以購買最多達22,161,543股合併股份,佔本公司於股份合併生效後之已發行股本10%。

董事可於截至以下三者之較早者隨時行使新一般授權:(i)本公司下屆股東週年大會結束;(ii)該授權於股東之股東大會上被撤回或更改之日;以及(iii)法律或公司細則規定本公司舉行下屆股東週年大會之日。

本通函之附錄載有説明函件,當中載述根據上市規則提供有關購回授權資料。説明函件內之資料旨在向股東提供合理所需之相關資料,讓彼等能夠就是 否投票贊成或反對有關批准授予董事購回授權之決議案時作出知情之決定。

## 未行使購股權

於最後實際可行日期,根據本公司分別於一九九一年六月二十二日、二零零一年六月二十八日及二零零二年五月三十日採納之購股權計劃已授出及尚未行使之購股權所涉及之股份數目分別為11,421,118股、118,616,032股及84,146,958股股份。

股份合併一旦生效,根據於股份合併生效當日有尚未行使購股權之基準,本公司已要求其核數師就根據各購股權計劃之規則、上市規則第17.03(13)條及聯交所發出之補充指引而須作出調整(如有)之證明。

根據各購股權計劃之規則及聯交所發出之補充指引,將作出相應調整,以致於作出有關修訂前及之後,購股權承授人有權享有之本公司已發行股本比例仍舊相同。

根據核數師之證明,購股權之潛在調整載述如下:

		於股份合併後,			
		購股權		購股權持有人	
		持有人		將有權認購之	經調整
	未行使	有權認購	每股	合併股份數目	每股合併股份
授出日期	購股權數目	之股份數目	認購價	(經調整)	之認購價
			港幣元		港幣元
二零零零年九月八日	4,719,470	4,719,470	0.2347	471,947	2.3470
二零零一年	409,019	409,019	0.1661	40,901	1.6610
一月十八日					
二零零一年	6,292,629	6,292,629	0.1661	629,262	1.6610
五月二十八日					•
二零零一年八月十日	111,694,164	111,694,164	0.1661	11,169,415	1.6610
二零零一年	5,348,712	5,348,712	0.1661	534,868	1.6610
八月二十九日					
二零零一年	1,573,156	1,573,156	0.1661	157,315	1.6610
十一月二十三日					
二零零二年六月四日	57,892,158	57,892,158	0.1000	5,789,206	1.0000
二零零二年	26,254,800	26,254,800	0.1000	2,625,480	1.0000
九月二十四日					
總計:		214,184,108		21,418,394	

本公司之核數師確認,將根據上市規則第17.03(13)條及聯交所發出之補充指引而進行上述購股權之潛在調整(如生效)。

# 可兑換票據

於二零零五年九月七日,本公司已向錦興集團有限公司間接控制其100%權益之Cross Profit Capital Limited發行可兑換票據。該等票據於按初步兑換價港幣0.10元獲悉數兑換後,可兑換為300,000,000股股份。根據可兑換票據之條款,於股份合併生效後,可兑換票據之兑換價將調整為港幣1.00元。於股份合併生效後悉數行使可兑換票據時,將發行合共30,000,000股合併股份,佔本公司於股份合併後之已發行股本約13.54%,以及佔本公司經30,000,000股合併股份擴大後之已發行股本約11.92%。

# 股東特別大會

本公司謹訂於二零零六年六月十五日(星期四)下午十二時十五分,或緊隨於同一日在同一地點中午十二時正舉行之本公司股東週年大會結束後(以較遲者為準),假座香港新界荃灣荃華街3號悦來酒店3樓水晶廳舉行股東特別大會

或其任何續會,大會通告載於本通函第16至21頁,隨附股東特別大會適用之代表委任表格。無論股東能否出席股東特別大會,務請按照代表委任表格列印之指示將表格填妥並於股東特別大會或其任何續會指定舉行時間48小時前交回本公司之香港主要辦事處, 地址為香港新界葵涌青山道585-609號和記行大廈A座10樓。填妥及交回代表委任表格後,股東仍可親身出席股東特別大會或其任何續會,並於會上投票。在此情況下,委任代表之文據將被視作撤銷。

## 要求投票表決之程序

有關股份合併及新一般授權之所有普通決議案,將於股東特別大會上提呈全體股東以舉手投票方式進行投票。根據公司細則之細則第70條,下列人士可(於宣佈舉手投票結果之前或之時或撤銷任何其他投票要求時)要求就任何於股東特別大會上提呈投票之決議案以投票方式表決:

- (a) 大會主席; 或
- (b) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於大會 上投票之委任代表; 或
- (c) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表, 而彼或彼等於全體股東可於大會上投票之投票權總額中所佔比例不少 於十分之一; 或
- (d) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表, 而彼或彼等持有附帶可於大會上投票之權利之股份,且當中已繳股 款之總額,相等於所有附帶有關權利之股份中全部已繳股款股份所 佔比例不少於十分之一。

# 責任聲明

本通函乃遵照上市規則之規定提供有關本公司之資料。董事共同及個別對本文件所載資料之準確性承擔全部責任,並在作出一切合理查詢後,就彼等所知及所信,確認並無遺漏其他事實,致使本通函當中所載任何內容帶有誤導成份。

## 推薦建議

董事會認為,建議中之股份合併及授出新一般授權均符合本公司及股東之最佳利益。因此,謹此建議股東投票贊成在股東特別大會上提呈之所有相關決議案。

此 致

列位全體股東 台照

承董事會命 和記行(集團)有限公司 執行主席兼行政總裁 李文輝 謹啟

二零零六年四月二十五日

本附錄乃為根據上市規則之規定須向 閣下提供有關將於股東特別大會上 提早之購回授權所需資料之説明函件。

### 上市規則

上市規則載有以聯交所為第一上市地之公司於聯交所購回本身證券之監管 規定,上市規則有關購回證券之若干規定概述如下:

#### 股東批准

上市規則規定,以聯交所為第一上市地之公司所有購回證券之建議必須事先以一般授權之方式或就個別交易經股東普通決議案予以批准。

### 資金來源

購回股份之資金必須是根據本公司組織章程大綱與公司細則及公司法之規定可合法撥作有關用途之資金。公司不可於聯交所以現金以外之代價或根據聯交所之交易規則以外之結算方式購回本身之證券。公司在購回其股份時,資金僅可由將予購回股份之已繳股本或本公司可動用作派付股息或分派之資金或為購回股份而發行新股所得之收益支付。購回股份時,須支付之任何超逾股份面值之溢價款項,必須由本公司可動用作派付股息或分派之資金或本公司股份溢價賬支付。

### 購回之原因

儘管各董事現無意購回任何證券,惟彼等相信,購回授權所提供之靈活性 將符合本公司及其股東之利益。購回只有在董事相信購回事宜符合本公司及股 東之利益下方會進行。視乎當時之市況及資金安排,該等購回可能會提升本公 司之資產淨值及其資產及/或每股盈利。

### 購回股份之資金

購回股份時,本公司只可動用根據其組織章程大綱及公司細則及百慕達適 用法例准許合法作此用途之資金。 根據本公司二零零五年年報所載之經審核賬目所披露之本公司目前財務狀況,董事認為隨時全面行使購回授權或會對本公司之營運資金或負債狀況造成不利影響。倘購回事宜會對本公司之營運資金要求或負債狀況構成重大不利影響,除非董事認為該等購回不時適用於本公司,否則董事不擬在該等情況下行使購回授權。

#### 股本

於最後實際可行日期,本公司之已發行股本包括2,216,154,331股股份。於股份合併生效後,本公司之已發行股本將為221,615,433股合併股份。待通過有關購回授權之決議案後,以及根據由最後實際可行日期至股東特別大會舉行日期止期間內,並無發行或購回任何股份之基準,本公司將獲准根據購回授權購回最多22,161,543股合併股份,相等於本公司於通過有關授出購回授權之決議案當日之已發行股本10%。

### 一般事項

就董事所深知及經作出一切合理查詢後,即使購回授權經股東批准,各董 事或任何彼等各自之聯繫人士目前無意向本公司出售任何股份。

董事已向聯交所作出承諾,彼等將根據上市規則、百慕達適用法例,以及 本公司之公司組織章程大綱及公司細則所載之規例,行使購回授權。

倘若一名股東因購回股份而導致其於本公司附有投票權之股本中權益之比例增加,該增加就收購守則而言,則當作一項收購。倘該增加導致控制權有所變動,可在若干情況下導致須根據收購守則第26條提出強制性收購建議。

截至最後實際可行日期,Modern Orbit Limited、李文輝先生、何秀月女士、余金霞女士、李文彬先生及Fisherman Enterprises Inc.及彼等各自之聯繫人士(統稱「控權股東」)擁有1,284,912,178股股份權益,佔本公司已發行股本約57.98%權益。於股份合併生效後,控權股東之股權將依舊相同。按有關股權計算,倘董事根據購回授權行使一切權力購回股份,則控權股東之股權將升至本公司當

時已發行股本約64.42%。董事認為,有關增加將不會引致本公司須根據收購守則第26條提出強制性收購建議。然而,董事並不認為,有關增加將導致公眾人士持有之已發行股本減至少於25%(或聯交所規定之有關指定最低百分比)。

本公司並無接獲關連人士(定義見上市規則),包括本公司或其附屬公司董事、主要行政人員或主要股東或彼等各自之聯繫人士知會本公司,其目前有意將股份出售予本公司,(或倘購回授權經股東批准)彼等並無承諾不會向本公司出售股份。

## 股份價格

股份於最後實際可行日期前十二個月各月內在聯交所錄得之最高及最低價格如下:

	最高價 港幣元	<b>最低價</b> 港幣元
二零零五年		
四月	0.057	0.045
五月	0.050	0.045
六月	0.054	0.046
七月	0.052	0.047
八月	0.071	0.049
九月	0.073	0.057
十月	0.059	0.047
十一月	0.058	0.049
十二月	0.056	0.047
二零零六年		
一月	0.053	0.037
二月	0.053	0.040
三月	0.048	0.037
四月(直至最後實際可行日期)	0.055	0.044

#### 本公司購回證券

於本通函刊發日期之前六個月內,本公司並無在聯交所或其他交易所購回 任何股份。



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司) (股份編號:720)

# 股東特別大會通告

茲通告和記行(集團)有限公司(「本公司」) 謹訂於二零零六年六月十五日(星期四)下午十二時十五分,或緊隨於同一日在同一地點中午十二時正舉行之本公司股東週年大會結束後(以較遲者為準),假座香港新界荃灣荃華街3號悦來酒店3樓水晶廳舉行股東特別大會或其任何續會,以討論及酌情通過下列普通決議案(不論有否修訂):

#### 1. 「動議:

- (A) 由通過本決議案第1項(A)段當日(即聯交所開放進行證券買賣之日), 或董事可能決定之較後日期下午四時正起,將本公司法定股本中 每股面值港幣0.10元之3,500,000,000股股份合併為每股面值港幣1.00 元之350,000,000股股份,基準為每十(10)股本公司股本中每股面值 港幣0.10元之現有已發行及未發行股份,合併為一(1)股面值港幣1.00 元之股份(「合併股份」)(「股份合併」);及
- (B) 一般授權本公司任何一名或多名董事,就有效執行召開本大會之通告所載決議案第1項(A)段之任何事宜而作出一切適當之事情。」

#### 2. 「動議

(A) 待通過召開本大會通告所載決議案第1項後,一般及無條件授權本公司董事於有關期間(定義見下文)內行使本公司一切權力,以配發、發行及處置本公司股本中每股面值港幣1.00元之額外股份,或可兑換為該等股份之證券,或購股權、認股權證或認購任何有關股份之類似權利,以及作出或授出可能需要行使有關權利之售股建議、協議及選擇權;

- (B) 除了給予本公司董事任何其他授權外,亦須作出本決議案第2項(A) 段之批准,以及授權本公司董事於有關期間內,作出或授出可能 需於有關期間結束後行使該等權力之售股建議、協議及選擇權;
- (C) 董事依據本決議案第(A)段之批准配發或有條件或無條件同意配發 (不論根據認股權或其他方式)之股本面值總額,不得超過本公司 於通過本決議案第2項之日已發行股本面值總額之20%,惟因:
  - (i) 供股發行(定義見下文);
  - (ii) 授出或行使當時採納以向本公司及/或其任何附屬公司之管理 人員及/或僱員及/或本公司該等購股權計劃之參與者授予或 發行本公司股份或可認購本公司股份之權力之認股權計劃或類 似安排授出之任何認股權;或
  - (iii) 任何以股代息或根據本公司不時生效之組織章程大綱及公司細則及百慕達一九八一年公司法(「公司法」)配發本公司股份以代替就本公司股份派發之全部或部份股息之類似安排;或
  - (iv) 根據本公司之任何認股權證條款行使認購權或兑換或行使任何可兑換為本公司股份之任何證券而發行本公司任何股份者則除外,而根據本決議案第2項(A)段之授權須受此數額限制。
- (D) 就本決議案而言:

「有關期間」乃指由本決議案通過之日期至下列日期(以最先者為準) 止之期間:

- (i) 本公司下屆股東週年大會結束之時;
- (ii) 依照本公司之公司細則、公司法或任何百慕達任何其他適用法 例之規定舉行本公司下屆股東週年大會之期限屆滿之日;及

(iii) 本公司股東在股東大會上通過普通決議案,以撤銷或修訂本決議案第2項授予本公司董事之權力之日。

「供股發行」乃指由本公司董事於指定期間向於指定記錄日期名列本公司股東名冊之股份持有人,按其當時持股比例建議發售本公司股份,或建議發售或發行認股權證、購股權或附帶權利可認購股份之其他證券(惟本公司董事有權在必須或權宜時就零碎股份權益,或因適用於本公司之任何司法權區,或任何認可監管機關或適用於本公司之任何證券交易所之法律規定之任何限制或責任或香港以外任何該等地區之認可監管機構或該等證券交易所之規定而取消此方面之權利或作出其他安排)。」

#### 3. 「動議:

- (A) 待召開本大會通告所載決議案第1項獲通過後,一般及無條件批准本公司董事於有關期間(定義見下文)行使本公司所有權力,以便在香港聯合交易所有限公司(「聯交所」)或本公司證券可能上市而獲香港之證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所,根據證券及期貨事務監察委員會、聯交所或任何其他證券交易所不時修訂之規則及規例,以及就此之所有適用法例購回股份;
- (B) 除了給予本公司董事任何其他授權外,亦須作出本決議案第3項(A) 段之批准,並授權本公司董事代表本公司於有關期間內促使本公司按本公司董事釐定之價格,購回其股本中每股面值港幣1.00元之股份;
- (C) (i) 本公司依據本決議案第3項(A)段於有關期間購回之股份面值總額,不得超過本公司於通過本決議案第3項之日已發行股本面值總額10%;及
  - (ii) 本公司依據本決議案第3項(A)段於有關期間購回之認股權證總額,不得超過本公司於通過本決議案第3項之日已發行認股權

證數額之10%,而根據本決議案第3項(A)段授出之授權須受此數額限制;及

- (D) 就本決議案而言,「有關期間」乃指由本決議案第3項通過之日期至下列日期(以最先者為準)止之期間:
  - (i) 本公司下屆股東週年大會結束之時;
  - (ii) 依照本公司之公司細則、公司法或任何百慕達任何其他適用法 例之規定舉行本公司下屆股東周年大會之期限屆滿之日;及
  - (iii) 本公司股東在股東大會上通過普通決議案,以撤銷或修訂本決議案第3項授予本公司董事之權力之日。」
- 4. 「動議待正式通過召開本大會通告所載之決議案第2及3項後,在本公司董事根據其按召開本大會通告所載決議案第2項而獲授之一般授權(以行使本公司權力配發、發行及處置股份)可能配發或有條件或無條件同意配發及發行之股本面值總額之上,加上相當於本公司根據召開本大會通告所載決議案第3項而獲出之授權所購回本公司股本面值總額之數額,藉以擴大本公司董事所獲授之一般授權,惟該款額不得超過本公司於通過本決議案第4項當日之已發行股本面值總額之10%。」

承董事會命 和記行(集團)有限公司 公司秘書 吳心瑜

香港,二零零六年四月二十五日

#### 註冊辦事處:

Canon's Court 22 Victoria Street Hamilton HM12 Bermuda

香港主要辦事處: 香港 新界葵涌 青山道585-609號 和記行大廈 A座10樓

#### 附註:

- 1. 凡有權出席上述大會並於會上投票之股東,均有權委任一名代表出席並代其投票,持有兩股或以上股份之成員可委任多於一位代表於同一會上出席。受委代表毋須為本公司股東。
- 2. 如屬聯名股份持有人,則任何一位該等持有人均可親身或委派代表於大會上以該等股份投票,猶如彼為唯一有權投票者,但如超過一位聯名持有人親身或委派代表出席大會,則只有上述出席並於股東名冊內排名於首位之股東才可獲有關投票權。
- 3. 根據印列之指示填妥及正式簽署之代表委任表格,連同相關附有獲正式授權之代表親筆簽署或已經公證之授權書,須於大會或其任何續會召開48小時前送達本公司位於香港新界葵 涌青山道585-609號和記行大廈A座10樓之香港主要辦事處,方為有效。
- 4. 填妥及交回代表委任表格後股東仍可親身出席大會或其任何續會並於會上或投票表決時投票。在此情況下,委任代表之文據將被視作撤銷。
- 5. 根據本公司之公司細則第70條,下列人士可(於宣佈舉手投票結果之前或之時或撤銷任何 其他投票要求時)要求就任何於大會上提呈投票之決議案以投票方式表決:
  - (a) 大會主席;或
  - (b) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於大會上投票之委任 代表;或

- (c) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等於全體股東可於大會上投票之投票權總額中所佔比例不少於十分之一;或
- (d) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等持有附帶可於大會上投票之權利之本公司股份,且當中已繳股款之總額,相等於所有附帶有關權利之股份中全部已繳股款股份所佔比例不少於十分之一。



# WO KEE HONG (HOLDINGS) LIMITED

# 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 720)

Form of proxy for use at the Special General Meeting to be held on Thursday, June 15, 2006 at 12:15 p.m. or immediately after the closing of the Annual General Meeting of the Company to be held on the same date and place at 12:00 noon, whichever is later, or any adjournment thereof

27 110	,		
being	the registered holder(s) of 2 sha	res of HK\$0.10 ea	ach in the capital of
Wo K	ee Hong (Holdings) Limited (the "Company") hereby appoint the Chairman of the Meeting or <sup>3</sup>		of
			as my/our proxy
New to be name(	for me/us at the Special General Meeting of the Company, to be held at Crystal Room, 3rd Floor, Panda H Territories, Hong Kong on Thursday, June 15, 2006 at 12:15 p.m. or immediately after the closing of the an held on the same date and at the same place at 12:00 noon, whichever is later, or any adjournment there (s) in respect of the resolutions set out in the notice concerning the said meeting indicated below, or, if no thinks fit.	nual general meeti of, to vote for m	ng of the Company e/us and in my/our
	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	<ul> <li>(A) THAT the 3,500,000,000 shares of HK\$0.10 each in the authorised share capital of the Company be consolidated into 350,000,000 shares of HK\$1.00 each; and</li> <li>(B) THAT any one or more of the directors of the Company be authorised generally to do all things appropriate to effect and implement any of the matters in Resolution Number 1(A) as set out in the Notice of Meeting.</li> </ul>		
2.	THAT subject to the passing of Resolution Number 1(A) as set out in the Notice of Meeting, a general and unconditional mandate be granted to the directors of the Company to exercise all the power to allot, issue and otherwise dealt with the new shares in the Company not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.		
3.	<b>THAT</b> subject to the passing of Resolution Number 1(A) as set out in the Notice of Meeting, a general and unconditional mandate be granted to the directors of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.		
4.	THAT subject to the passing of Resolution Numbers 2 and 3 as set out in the Notice of Meeting, the number of shares to be allotted, issued and otherwise dealt with by the directors of the Company pursuant to Resolution Number 2 as set out in the Notice of Meeting be increased by the aggregate nominal amount of share capital of the Company which are to be repurchased by the Company pursuant to the authority granted to the directors of the Company under Resolution Number 3 as set out in the Notice of Meeting.		
Dated	theday of2006 Signature(s) <sup>5</sup>		

I/We

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in 2. the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT. 3.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of
- In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong, at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment
- In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder or two or more shares may appoint more than one proxy to attend on the same occasion.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon the poll concerned if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked. 9.
- 10. Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the meeting (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll);
  - by the chairman of the meeting; or
  - by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
  - (c) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
  - by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that



# WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司) (股份編號:720)

於二零零六年六月十五日(星期四)下午十二時十五分,或緊隨於同一日在同一地點中午十二時正舉行之本公司股東週年大會結束後(以較遲者為準)舉行之股東特別大會或其任何續會適用之代表委任表格

地址為			
為和記行	集團)有限公司(「本公司」)股本中每股面值港幣0.10元股份		²股
之持有人	<b>茲委任</b> 大會主席或 <sup>3</sup>		•
地址為			
同一日在同 來酒店3樓	至等之代表,代表本人/吾等出席本公司於二零零六年六月十五日(星期四)下 可一地點中午十二時正舉行之本公司股東週年大會結束後(以較遲者為準),假 水晶廳舉行之股東特別大會或其任何續會,並於該大會或其任何續會上按照下 /吾等就召開上述大會之通告所載之決議案投票;倘無指示,則由本人/吾等	座香港新界荃 列指示以本人	灣荃華街3號悦 /吾等之名義
	普通決議案	贊成⁴	反對4
(B) 1	動議將本公司法定股本中每股面值港幣0.10元之3,500,000,000股股份,合併為 每股面值港幣1.00元之350,000,000股股份;及 動議一般授權本公司任何一名或多名董事,就有效執行大會通告所載第1(A)項決議案 內任何事項而作出一切適當之事情。	"."	
配發	序本大會通告所載第1(A)項決議案獲通過後,授予本公司董事一般及無條件授權,以 發行及處置本公司之新股份,惟數目不得超過於通過有關決議案當日本公司已發行 可值總額之20%。		
香港縣	序本大會通告所載第1(A)項決議案獲通過後,授予本公司董事一般及無條件授權,於 於合交易所有限公司購回本公司之證券,數目最多達通過有關決議案當日本公司已發 本面值總額之10%。		
將予酉	本大會通告所載第2及3項決議案獲通過後,本公司董事根據大會通告所載第2項決議案 2發、發行及以其他方式處置之股份數目,增加至本公司董事根據本大會通告所載第3項 而獲授之權力將予購回之本公司股本面值總額。		
日期:二零	\$零六年月日		

1. 請用正楷填上全名及地址。

本人/吾等!\_

- 2. 請填上 閣下名下登記之股份數目。如未有填上股數,則本代表委任表格將被視為與 閣下名下登記之全部本公司股本有關。
- 3. 如擬委派大會主席以外之人士為代表,請將「大會主席或」字樣刪去,並在空欄內填上 閣下所擬委派代表之姓名及其地址。本代表委任表格如有任何更改,均須由簽署人簡簽示可。
- 4. 注意: 閣下如欲投票贊成決議案,請在「贊成」楊內填上「V」號, 閣下如欲投票反對決議案,則請在「反對」楊內填上「V」號。如無任何指示, 受委代表可自行酌情投票。 閣下之代表有權就任何正式於會上提呈但未列入召開大會之通告之決議案自行酌情投票。
- 5. 本代表委任表格須由 閣下或 閣下之正式書面授權人簽署。如為有限公司,則此代表委任表格須蓋上公司印鑑,或經由公司負責人或正式授權人簽署。
- 6. 按其上印列之指示填妥及正式簽署之本代表委任表格,連同簽署人之授權哲或其他授權文件(如有)由授權代表親雖簽署或由公證人簽署證明, 須於大會或其任何續會召開48小時前交回本公司於香港新界葵涌青山道585-609號和記行大度A座10樓之香港主要辦事處,方為有效。
- 7. 如屬聯名股東,則任何一位該等持有人均可親身或委派代表於大會上按該等持有之股份投票,猶如彼為唯一有權投票者,但如超過一位聯名 持有人親身或委派代表出席大會,則只有上述出席並於股東名冊內排名於首位之股東才可獲有關投票權。
- 8. 受委代表毋須為本公司股東、但必須親自代表 閣下出席大會。持有兩股或以上股份之股東可委派一名以上代表出席上述股東大會。
- 9. 閣下填妥及交回代表委任表格後仍可親身出席大會或其任何鎖會及於會上或於投票表決時投票。在此情況下,委任代表之文據將被視作撤銷。
- 10. 根據本公司之公司細則第70條,下列人士可(於宣佈舉手投票結果之前或之時或撤銷任何其他投票要求時)要求就任何於大會上提呈投票之決 議案以投票方式表決:
  - (a) 大會主席;或
  - (b) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於大會上投票之委任代表;或
  - (c) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等於全體股東可於大會上投票之投票權總額中所佔比例不 少於十分之一;或
  - (d) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等持有附帶可於大會上投票之權利之本公司股份,且當中已缴股款之總額,相等於所有附帶有關權利之股份中全部已繳股款股份所佔比例不少於十分之一。
- \* 僅供識別

### THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in WO KEE HONG (HOLDINGS) LIMITED, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the licensed securities dealer, bank or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

### PROPOSED DIRECTORS FOR RE-ELECTION

OFFICE OF INTERNATIONAL CORPORATE FINALIS

A notice convening an annual general meeting of WO KEE HONG (HOLDINGS) LIMITED ("Company") to be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong, on Thursday, June 15, 2006 at 12:00 noon or any adjournment thereof is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal office of the Company in Hong Kong at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

April 25, 2006

### **CONTENTS**

	Page
Responsibility statement	ii
Definitions	. 1
Letter from the Board	
Introduction	2
Proposed Directors for re-election	2
Annual General Meeting	4
Procedures for demanding poll	4
Recommendations	5
Appendix – Biography of Directors	6
Notice of Annual General Meeting	10

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### **DEFINITIONS**

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting" the annual general meeting of the Company to be held at

Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:00 noon or any adjournment

thereof;

"associates" has the same meaning ascribed thereto in the Listing

Rules;

"Board" the board of Directors;

"Bye-Laws" the bye-laws of the Company;

"Company" WO KEE HONG (HOLDINGS) LIMITED, an exempted

company incorporated in Bermuda with limited liability,

whose Shares are listed on the Stock Exchange;

"Directors" the directors of the Company;

"Hong Kong" The Hong Kong Special Administrative Region of the

People's Republic of China;

"Latest Practicable Date" April 20, 2006, being the latest practicable date prior to

the printing of this circular for ascertaining certain

information contained herein:

"Listing Rules" The Rules Governing the Listing of Securities on the

Stock Exchange;

"SFO" Securities and Futures Ordinance (Chapter 571 of the

Laws of Hong Kong);

"Share(s)" ordinary share(s) of HK\$0.10 each in the capital of the

Company;

"Shareholder(s)" holder(s) of Share(s);

"Stock Exchange" The Stock Exchange of Hong Kong Limited; and

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong.



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

Executive Directors:

Mr. Wing Sum LEE (Honorary Chairman)

Mr. Richard Man Fai LEE

(Executive Chairman & Chief Executive Officer)

Mr. Sammy Chi Chung SUEN

Mr. Jeff Man Bun LEE

Mr. Tik Tung WONG

Mr. Waison Chit Sing HUI

Non-executive Director:

Ms. Kam Har YUE

Independent Non-executive Directors:

Mr. Boon Seng TAN

Mr. Raymond Cho Min LEE

Mr. Ying Kwan CHEUNG

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

Principal office in Hong Kong:

10th Floor, Block A

Wo Kee Hong Building

585-609 Castle Peak Road

Kwai Chung, New Territories

Hong Kong

April 25, 2006

To all Shareholders

Dear Sir or Madam,

### PROPOSED DIRECTORS FOR RE-ELECTION

### INTRODUCTION

The purpose of this circular is to provide you with information in relation to the proposed re-election of Mr. Richard Man Fai LEE, Mr. Sammy Chi Chung SUEN, Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG and Mr. Waison Chit Sing HUI as Directors at the Annual General Meeting.

### PROPOSED DIRECTORS FOR RE-ELECTION

According to bye-law 99(A) of the Bye-Laws, at each annual general meeting, one-third of the Directors (save for any chairman or managing director) for the time being, or if their number is not a multiple of three (3), the number nearest to but not greater than one-third, shall

<sup>\*</sup> for identification purposes only

### LETTER FROM THE BOARD

retire from office by rotation. It is further provided in bye-law 102(B) of the Bye-Laws that the Board may from time to time appoint any person as a Director as an addition to the Board and any such Director so appointed shall hold office only until the next general meeting of the Company and shall then be eligible for re-election. The Directors to retire at every annual general meeting shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire, unless they otherwise agree between themselves, shall be determined by lot. Such retiring Directors shall be eligible for re-election.

According to bye-law 102(B) of the Bye-Laws, Mr. Ying Kwan CHEUNG who was appointed as an independent non-executive Director on November 3, 2005 and Mr. Waison Chit Sing HUI who was appointed as an executive Director on March 16, 2006 shall hold office until the Annual General Meeting and, being eligible, shall offer themselves for re-election.

The number nearest one-third of the remaining eight Directors, excluding Mr. Richard Man Fai LEE who is the Chairman, thereof shall retire from office according to bye-law 99(A) of the Bye-Laws. Mr. Sammy Chi Chung SUEN, an executive Director, and Mr. Boon Seng TAN, an independent non-executive Director, being the Directors longest in office since their last election, shall retire at the Annual General Meeting and, being eligible, shall offer themselves for re-election. According to the Wo Kee Hong (Holdings) Limited Company Act, 1991, no Director holding the office of chairman or managing director shall be subject to retirement by rotation as provided in the Bye-Laws of the Company. In order to comply with Code Provision A.4.2 of the Code on Corporate Governance Practices of the Listing Rules that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years, Mr. Richard Man Fai LEE, being the Chairman of the Company, will retire voluntarily from office at the forthcoming Annual General Meeting and, being eligible, offer himself for re-election.

Each of Mr. Richard Man Fai LEE, Mr. Sammy Chi Chung SUEN, Mr. Boon Seng TAN, Mr. Ying Kwan CHEUNG and Mr. Waison Chit Sing HUI has indicated their willingness to be re-elected as Directors.

Bye-law 103 of the Bye-Laws provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless not less than seven (7) days before the date appointed for the meeting there shall have been lodged at the office of the Company a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal office of the Company in Hong Kong at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Road, Kwai Chung, New Territories, Hong Kong on or before Wednesday, June 7, 2006.

### LETTER FROM THE BOARD

The details and brief biographies of the Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix of this circular. If a valid notice from a Shareholder to propose a person to stand for election as a director of the Company at the Annual General Meeting is received after the printing of this circular, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:00 noon or any adjournment thereof is set out on pages 10 to 11 of this circular and a form of proxy for use at the Annual General Meeting is therein enclosed. Whether or not the Shareholders intend to be present at the Annual General Meeting, they are requested to complete the form of proxy and return it to the principal office of the Company in Hong Kong, at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding of the Annual General Meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof or upon the poll concerned if they so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

### PROCEDURES FOR DEMANDING POLL

Pursuant to bye-law 70 of the Bye-Laws, a poll may be demanded in relation to any resolution put to the vote of the Annual General Meeting (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll):

- (a) by the chairman of the meeting; or
- (b) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

### LETTER FROM THE BOARD

### RECOMMENDATIONS

The Board considers that the re-election of the retiring Directors is in the best interest of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
WO KEE HONG (HOLDINGS) LIMITED
Richard Man Fai LEE
Executive Chairman and Chief Executive Officer

The details and brief biographies of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Richard Ma Fai LEE ("Mr. LEE"), aged 49, was appointed an executive Director of the Company on June 5, 1991. Mr. LEE is the Executive Chairman and Chief Executive Officer of the Company. Mr. LEE holds a bachelor degree in Business Studies and a master degree in Business Administration from the University of Minnesota. He is the son of Mr. Wing Sum LEE, an executive Director and Honorary Chairman of the Company, and Ms. Kam Har YUE, a non-executive Director, and the elder brother of Mr. Jeff Man Bun LEE, an executive Director of the Company. Save as disclosed, Mr. LEE does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. LEE is a director of various subsidiaries and principal associates of the Company. Mr. LEE is responsible for formulating the Group's overall strategic planning and business development. Mr. LEE has 26 years' experience in marketing consumer products. He was elected and had served for two consecutive terms as the Chairman of the Radio Association of Hong Kong, the trade association of audio visual business in Hong Kong. He has been with the Group for 22 years. Other than the directorship with the Company, Mr. LEE has not held any directorships in any other companies listed on the Stock Exchange in the past three years.

According to the service contract between Mr. LEE and the Company, there is no fixed term of service. Mr. LEE as the Chairman of the Company is not subject to retirement by rotation and re-election provisions under the Bye-Laws. However, in accordance with paragraph A.4.2 of the Code on Corporate Governance Practices of the Listing Rules, Mr. LEE is subject to retirement by rotation every three years. Under the service contract, there is no provision for a fixed director's fee for Mr. LEE; however, Mr. LEE is entitled to an annual remuneration package of HK\$2,367,576 plus a discretionary profit sharing and bonus scheme with reference to the Company's consolidated net profits.

As at the Latest Practicable Date, Mr. LEE, together with Modern Orbit Limited, Ms. Siew Yit HOH and their respective associates, is interested in 1,284,912,178 Shares, representing approximately 57.98% of the issued share capital of the Company. Save for the above interest in Shares and the options granted to him under the share option schemes of the Company established in accordance with the Chapter 17 of the Listing Rules, Mr. LEE has no other interest in the Company within the meaning of Part XV of the SFO.

To the best of Mr. LEE's knowledge and as far as he is aware, the following companies have been dissolved pursuant to creditors' winding-up proceedings during the time when Mr. LEE was a director of each of the same: i) Forward International Singapore (Private) Limited, incorporated in Singapore and whose nature of business was sales and distribution of multimedia products. The winding up proceedings based on an outstanding judgment debt commenced on January 4, 2002 for the amount of S\$4,074,944.10 and concluded on September 8, 2005; and ii) Wo Kee Hong (Singapore) Pte Limited, incorporated in Singapore and whose nature of business was sales and distribution of car and home audio products. The winding up proceedings commenced on January 4, 2002 for the amount of S\$2,024,942.53 based on an outstanding judgment debt and concluded on September 8, 2005.

Save for the disclosure made above pursuant to the requirements under paragraph 13.51(2)(1) of the Listing Rules, there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Mr. LEE's re-election as a Director,.

Mr. Sammy Chi Chung SUEN ("Mr. SUEN"), aged 59, was appointed an executive Director on June 1, 1998. Mr. SUEN is a director of Wo Kee Hong Limited, a wholly-owned subsidiary of the Company, and a director of Technorient Limited, a subsidiary of the Company and various other subsidiaries of the Company. He is in charge of sales and business development of the Group in the mainland China and Hong Kong. Mr. SUEN has over 30 years of experience in general management, sales and marketing of cars, electrical appliances and air-conditioning products. He has been with the Group for about 10 years.

Mr. SUEN is not connected with any director, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. SUEN is interested in 471,900 Shares, representing approximately 0.02% interest in the share capital of the Company. Save for the above interest in Shares and the options granted to him under the share option schemes of the Company established in accordance with Chapter 17 of the Listing Rules, Mr. SUEN has no other interest in the Company within the meaning of Part XV of the SFO. Mr. SUEN has not held directorships in other listed companies in the last three years.

According to the service contract between Mr. SUEN and the Company, there is a fixed term of service of one year from July 1, 2005, and Mr. SUEN's appointment is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Under the service contract, Mr. SUEN's remuneration is set at HK\$835,200 per annum. He is entitled to a commission scheme at the discretion of the Board and a discretionary profit sharing and bonus scheme with reference to the Company's consolidated net profits and the remuneration policy and guidelines adopted by the remuneration committee of the Company.

In relation to Mr. SUEN's re-election as a Director, there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Boon Seng TAN ("Mr. TAN"), aged 50, has been an independent non-executive Director of the Company since April 1999 and is a member of the Audit Committee and the chairman of the Remuneration Committee of the Company. Mr. TAN holds a master degree in Arts from the Cambridge University. Mr. TAN is the chairman and managing director of Lee Hing Development Limited and a non-executive director of Star Cruises Limited, both companies are listed on the Main Board of the Stock Exchange. He is also the executive Director of IGB Corporation Berhad, a company listed on the stock exchange of Kaula Lumpar, Malaysia.

Mr. TAN is not connected with any director, senior management, substantial or controlling shareholders of the Company. Apart from being an independent non-executive Director, Mr. TAN does not hold any position in other members of the Group. Save for the interest in the options granted to him under the share option schemes of the Company established in accordance with Chapter 17 of the Listing Rules, Mr. TAN has no other interest in the

Company within the meaning of Part XV of the SFO. Mr. Tan was a non-executive director of South China Brokerage Company Limited, South China Holdings Limited and South China Industries Limited, all of which are listed on the Stock Exchange and he resigned with effect from September 21, 2004. Save as disclosed, Mr. TAN has not held directorships in other listed companies in the last three years.

There is no service contract between Mr. TAN and the Company. Mr. TAN's term of service with the Company has been fixed at two years with effect from April 25, 2005 subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. TAN's remuneration as a Director is set at HK\$80,000 per annum with reference to the Company's remuneration policy and guidelines adopted by the remuneration committee of the Company and the prevailing market rate.

In relation to Mr. TAN's re-election as a Director, there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ying Kwan CHEUNG ("Mr. CHEUNG"), aged 46, was appointed as an independent non-executive Director on November 3, 2005 and is also a member of the Audit Committee and a member of the Remuneration Committee of the Company. He served as the qualified accountant and company secretary at a Hong Kong publicly listed company from 2001 to March 2006. He has extensive experience in financial management and had worked with a number of listed companies in various industries. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

There is no service contract between Mr. CHEUNG and the Company. Mr. CHEUNG's term of service with the Company has been fixed at two years with effect from November 3, 2005 subject to retirement by rotation and re-election pursuant to the Bye-Laws. He is entitled to an annual director's fee of HK\$80,000 and is not entitled to any director bonus. The fee of independent non-executive directors of the Company is determined by the Board with reference to remuneration benchmark in the prevailing market rate.

Mr. CHEUNG does not hold any position in other members of the Group nor has he any directorship in other listed public companies in the last three years. Mr. CHEUNG is not connected with any director, senior management, substantial or controlling shareholders of the Company. He does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

In relation to the appointment of Mr. CHEUNG as a Director, there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Waison Chit Sing HUI ("Mr. HUI"), aged 55, was appointed as an executive Director on March 16, 2006. He has over 28 years' experience in retail management, as well as distribution of electrical appliances and consumer electronics products. He also has extensive experience in mainland China including representative of famous European luxurious apparel brands and the setting up and management of prestigious shopping malls.

According to the service contract between Mr. HUI and the Company, Mr. HUI is entitled to an annual salary package of HK\$1,020,000 (excluding any fixed or discretionary bonus which is not determined currently). The service contract provides for a fixed term of one year. The emoluments of Mr. HUI are determined by the Board with reference to the Company's consolidated net profits as well as the remuneration policy and guidelines adopted by the remuneration committee of the Company.

Mr. HUI is not connected with any Director, senior management, substantial or controlling shareholders of the Company. Mr. HUI does not hold any position in other members of the Group nor has he any directorship in other listed public companies in the last three years. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

In relation to the appointment of Mr. HUI as a Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board is not aware of any other matters relating to the re-election of Mr. LEE, Mr. SUEN, Mr. TAN, Mr. CHEUNG and Mr. HUI as Directors that need to be brought to the attention of the Shareholders.



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

NOTICE IS HEREBY GIVEN that an annual general meeting of WO KEE HONG (HOLDINGS) LIMITED ("Company") will be held at Crystal Room, 3rd Floor, Panda Hotel, 3 Tsuen Wah Street, Tsuen Wan, New Territories, Hong Kong on Thursday, June 15, 2006 at 12:00 noon or any adjournment thereof, for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions:

- 1. To receive and consider the audited consolidated accounts and the reports of directors and auditors of the Company for the year ended December 31, 2005;
- 2. To re-elect directors of the Company and to authorise the Board of Directors to fix the remuneration of the Directors; and
- 3. To authorise the Board of Directors to appoint auditors of the Company and to fix their remuneration.

By order of the Board
WO KEE HONG (HOLDINGS) LIMITED
Phyllis NG

Company Secretary

Hong Kong, April 25, 2006

Registered office: Canon's Court 22 Victoria Street Hamilton HM12 Bermuda.

Principal office in Hong Kong: 10th Floor, Block A Wo Kee Hong Building 585-609 Castle Peak Road Kwai Chung, New Territories Hong Kong.

<sup>\*</sup> for identification purposes only

### NOTICE OF ANNUAL GENERAL MEETING

### Notes:

- 1. A shareholder entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote in his stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- 2. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- 3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting or upon the poll concerned if they so wish. In such event, the instrument appointing the proxy shall be deemed to be revoked.
- 5. Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the meeting (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll):
  - (a) by the chairman of the meeting; or
  - (b) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
  - (c) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
  - (d) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.



### WO KEE HONG (HOLDINGS) LIMITED

### 和記行(集團)有限公司\*

(Incorporated in Bermuda with limited liability)
(Stock Code: 720)

### Form of proxy for use at the Annual General Meeting to be held on Thursday, June 15, 2006 at 12:00 noon or any adjournment thereof

I/We1_		of		
being	holder(s) of	<sup>2</sup> shares of HK\$0.10 each in the capital of	WO KEE HONG	(HOLDINGS) LIMITED
(the "	Company"), HEREBY APPOINT the Chairman of the i	meeting or <sup>3</sup>		
of				
Street our na	our proxy to act for me/us at the Annual General Me, Tsuen Wan, New Territories, Hong Kong on Thursda me(s) in respect of the resolutions set out in the notic oxy thinks fit.	y, June 15, 2006 at 12:00 noon or any adjourni	nent thereof, to vo	te for me/us and in my/ir
	RESOLUTIONS		FOR <sup>4</sup>	AGAINST4
1.	To receive and consider the audited consolidated accauditors of the Company for the year ended Decemb			
2.	To re-elect the following directors of the Company:	(A) Mr. Richard Man Fai LEE		
		(B) Mr. Sammy Chi Chung SUEN		
		(C) Mr. Boon Seng TAN		
		(D) Mr. Ying Kwan CHEUNG		
		(E) Mr. Waison Chit Sing HUI		
	and to authorise the Board of Directors to fix the ret	nuneration of the Directors	*	
3.	To authorise the Board of Directors to appoint at remuneration	iditors of the Company and to fix their		
Dated	the day of	2006 Signature(s) <sup>5</sup>		

### Notes:

- 1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the meeting" and insert the name and address of the
  proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO
  SIGN(S) IT.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR" THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION. Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- 5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- 6. In order to be valid, this form of proxy duly completed and signed in accordance with the instructions printed hereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the principal office of the Company in Hong Kong, at 10th Floor, Block A, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- 7. In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- 8. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. A shareholder who is the holder or two or more shares may appoint more than one proxy to attend on the same occasion.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting or upon
  the poll concerned if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
- 10. Pursuant to bye-law 70 of the Bye-Laws of the Company, a poll may be demanded in relation to any resolution put to the vote of the meeting (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll):
  - (a) by the chairman of the meeting; or
  - (b) by at least three shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
  - (c) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
  - (d) by any shareholder or shareholders present in person or by a duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- \* for identification purposes only



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司) (股票編號:720)

### 於二零零六年六月十五日(星期四)中午十二時正 舉行之股東週年大會或其任何續會適用之代表委任表格

本人	/吾等																																			_ ,
地址:	岛																																			
為 和	記行(	集团	1	与陈	公	司	([2	区公	司	])	股	本「	中毎	股	面(	值》	告州	序 0.	.105	元服	と份															2报
之持:	有人;	茲多	≨任	大台	主	席耳	戊3_																													_ ,
地址																																				_ ,
荃灣 以本	人 華 老 人 香 香 人 香 香	〒3朝 〒等	i 悦 之々	來清	雪店	3模	以	晶	廳見	退行	之	股	東並	固年	大	會	或	其	任何	J續	會	, ;	拉力	冷部	大	會	戊步	其任	何	續	會.	上书	安照	下	列指	示
<u> </u>									—— 注	議	案			-					~								贄	成						反對	<b>₫</b> 4	
1.	省覽目、										月	Ξ.	<del></del>	- 日	止	年	度 ス	之系	巠 審	核	綜	合則	長													
2.	重選	以下	本	公司	可重	[事	:			(A)		李 :	文海	先	生																					
										(B)		孫	志冲	先	生													-								
										(C)		陳 :	文生	先	生																					
										(D)		張』	焦坤	先	生																					
										(E)		許担	走成	先	生																					
	及授	權重	事	會力	筻定	直	事	洲丘	È																											
3.	授權	董事	會	委(	壬本	: 公	司相	核嬰	故師	ī及	釐	定	走酬	金																						
日期附註:	: =3	零	六年	Ē_			F	∄_				日									â	资製	星5	: _	<del></del> .									<del></del>		
1.	請用证	楷均	上台	名	及地	hĿ <	,																													
2.	清填上	18	下名	í F	登記	Ζŀ	史份!	數目	0	如未	有力	真上	股數	<b>t</b> , ;	則本	代:	長多	色任	表格	將	皮視	為具	與	图 -	名	下覆	記:	之全	部.	本公	到 [	投本	有	<b>ij</b> 。		
3.	如擬委 表格如	派大 <b>有日</b>	會 : 何夏	三席 I 夏改	以外 • 均	之 <i>人</i> 須由	、士 3 <b>6</b> 簽	為代 署人	<b>簡</b>	, 消 <b>胺</b> 示	將「可	大仓	主	常 或	17	様₽	删去	٠.	並在	空權	門内	填上	E	閣ト	所扣	延委	派作	步步	之女	主名	及其	地	hi •	本亻	代表多	ŧŒ
4.	注意: 何指定	<b>建</b> : · · · · · · · · · · · · · · · · · · ·	下女 委什	1 欲	投票可自	<b>贊</b> 居 行匪	0 決計	養案 投票		青在 関	下,	成した代	欄內	填.	上「, 就任	<b>/</b> ]引	<b>虎</b> , 正式	於	個下 合上	如役提	投	栗 尽	夏 <b>對</b> 列入	決議 . 召問	<b>案</b> 月大	· 則 會之	請在	E「B 告之	沙	<b>」欄</b> 蹼寨	內場	<b>真上</b> 行酌	「!」	號。 史票	如魚	# 任
5.	本代表 正式报				±1	閣下	或	閣	下2	ŻÆ	计允	等面	授權	人多	簽署	o ţ	田為	有	限公	司,	則	此代	长表	委任	沒有	各須	蓋上	:公	司日	進	, ñ	(經	由公	可負	(資力	、政
6.	按其上 證明; 有效。	印列 須於	之指	f 示:	真妥其任	及正何類	式資會	簽署 召開	之z  48/	<b>卜</b> 代	表す	を任っ	表格 本公	, 问(	<b>車同</b> 位於	簽署	ቔ人   を 新	之 押	受權麥涌	書或 青山	其· 山道	他授 585	是權 -609	文件 9號和	(如	有) 行大	由拉 [度]	2権4座	代录 10樓	そ 親と	<b>筆</b> 簽 香港		或 由要 辦	公司事及	登人養 包・ <i>月</i>	ま署 戸為
7.	如 <b>屬</b> 聯 聯名持																														投票	括	· (8	如老	召過-	- 197
8.	受委件	表蛋	須差	本	公司	股東	₹, 1	但必	須	閱自	ft a	ŧ	閣下	出月	席大	會	• 村	育	兩股	或人	以上	股(	分之	股,	्ग	委派	<del>-</del>	名以	. E	代表	出力	常上	述用	東東	大會	•
9.	閣下均 撤銷。		交回	1代:	丧委	任表	そ格名	後仍	可靠	見身	出师	舌大	脅或	其化	壬何	續自	主及	於1	合上	或於	投	果表	長決	時报	票	在	此作	5 況	下,	委	任代	: 表.	之文	據升	解被 神	計
10.	根據本 之決議							,下	列力	±,	व्य (	於金	作	製手	投票	異結	果え	之前	或之	2時	或推	鎖	任作	其	也投	票要	求	時)	要才	就	任何	J於:	大會	上县	是里也	t 票
	(a)	大會	主席	ξ÷.	或																															
	(b)	至少	· 三 4	4親	身出	席之	之股	東東	(後)	正式	授札	崔之	公置	1代:	农或	當	時有	打拉	於會	上扫	艾票	之	委任	代	攴:	或										

任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表、而彼或彼等於全體股東可於大會上投票之投票權總額中所

任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等持有附帶可於大會上投票之權利之本公司股份,且當中已繳股款之總額,相等於所有附帶有關權利之股份中全部已繳股款股份所佔比例不少於十分之一。

(c)

佔比例不少於十分之一;或

### 此乃要件 請即處理

閣下對本通函任何方面**如有任何疑問**,應諮詢 閣下之持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

閣下如已將名下和記行(集團)有限公司股份全部售出或轉讓,應立即將本通 函連同隨附之代表委任表格交予買主或承讓人,或經手買賣或轉讓之持牌證券 交易商、銀行或其他代理商,以便轉交買主或承讓人。

香港聯合交易所有限公司對本通函之內容概不負責,對其準確性或完整性亦不 發表任何聲明,並明確表示概不就因本通函全部或任何部份內容而產生或因倚 賴該等內容而引致之任何損失承擔任何責任。



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司) (股票編號: 720)

### 建議董事重選連任

和記行(集團)有限公司(「本公司」)謹訂於二零零六年六月十五日(星期四)中午十二時正假座香港新界荃灣荃華街3號悦來酒店3樓水晶廳舉行股東週年大會或其任何續會之通告載於本通函第10至11頁。

無論 閣下能否出席大會,務請按照代表委任表格列印之指示將表格填妥,並於大會或其任何續會指定舉行時間48小時前交回本公司之香港主要辦事處,地 址為香港新界葵涌青山道585-609號和記行大廈A座10樓。填妥及交回代表委任 表格後, 閣下仍可親身出席大會或其任何續會或於進行有關表決時於會上投票。在此情況下,委任代表之文據將被視作撤銷。

二零零六年四月二十五日

### 目 錄

	頁次
責任聲明	ii
釋義	1
董事會函件	
緒言	2
建議董事重選連任	2
股東週年大會	4
要求以投票方式表決之程序	4
推薦意見	5
附錄 一 董事履歷	6
股東週年大會通告	10

### 責任聲明

本通函乃遵照上市規則之規定提供有關本公司之資料。董事共同及個別對本文件所載資料之準確性承擔全部責任,並在作出一切合理查詢後,就彼等所知及所信,確認並無遺漏其他事實,致使本通函當中所載任何內容帶有誤導成份。

除文義另有所指外,於本通函內,下列詞語具有以下涵義:

「股東週年大會」 指 本公司將於二零零六年六月十五日(星期四)中

午十二時正假座香港新界荃灣荃華街3號悦來酒店2牌水具廳閱行之即東押年大倉或其任何續倉:

店3樓水晶廳舉行之股東週年大會或其任何續會;

「聯繫人士」 指 與上市規則所界定者具相同涵義;

「董事會」 指 董事會;

「公司細則」 指 本公司之公司細則;

「本公司」 指 和記行(集團)有限公司,一間於百慕達註冊成

立之受豁免有限公司,其股份於聯交所上市;

「董事」 指 本公司之董事;

「香港」 指 中華人民共和國香港特別行政區;

「最後實際可行日期」 指 二零零六年四月二十日,即本通函刊印前為確

定本通函所載若干資料之最後實際可行日期;

「上市規則」 指 聯交所證券上市規則;

「證券及期貨條例」 指 證券及期貨條例(香港法例第571章);

「股份」 指 本公司股本中每股面值港幣0.10元之普通股份;

「股東」 指 股份之持有人;

「聯交所」 指 香港聯合交易所有限公司;及

「港幣」 指 香港法定貨幣港元。



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司)

(股票編號: 720)

執行董事:

李永森先生(榮譽主席)

李文輝先生(執行主席兼行政總裁)

孫志冲先生

李文彬先生

汪滌東先生

許捷成先生

非執行董事:

余金霞女士

獨立非執行董事:

陳文生先生

李卓民先生

張應坤先生

敬啟者:

註冊辦事處:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

香港主要辦事處:

香港

新界葵涌

青山道585-609號

和記行大廈

A座 10樓

### 建議董事重選連任

### 緒言

本通函旨在向 閣下提供有關於股東週年大會重選李文輝先生、孫志冲先生、陳文生先生、張應坤先生及許捷成先生為董事之資料。

### 建議董事重選連任

根據公司細則第99(A)條,在每屆股東週年大會上,當時三分之一董事(任何主席或董事總經理除外),或倘若其人數並非三(3)之倍數,最接近三分之一之人數須輪席告退。此外,公司細則第102(B)條亦規定董事會可不時委任任何人士為董事,作為董事會之新成員,由此委任之任何董事,其任期將僅至本公

\* 僅供識別

### 董事會函件

司下屆股東週年大會為止,隨後可膺選連任。在每屆股東大會上,退任董事將為自上次選舉以來任期最長之董事,惟如超過一位董事乃在同一日退任,則退任董事將以抽簽決定(除非彼等另行達成協議),該等退任董事可膺選連任。

依據公司細則第102(B)條,張應坤先生(於二零零五年十一月三日獲委任 為獨立非執行董事)及許捷成先生(於二零零六年三月十六日獲委任為執行董 事),其任期將至股東週年大會並可膺選連任。

餘下八名董事中最接近三分之一數(擔任主席的李文輝先生除外),須按公司細則第99(A)條告退。自上次選舉以來任期最長之董事包括執行董事孫志冲先生及獨立非執行董事陳文生先生須於股東週年大會告退並可膺選連任。依據和記行(集團)有限公司一九九一年公司法,擔任主席或董事總經理職務之董事無須按公司細則之規定輪席告退。為符合上市規則所載之企業管治常規守則第A.4.2條規定,即每名董事(包括有指定任期之董事)應輪席告退,至少每三年一次,現任公司主席李文輝先生在應屆股東週年大會自願告退並膺選連任。

李文輝先生、孫志冲先生、陳文生先生、張應坤先生及許捷成先生均已表 明彼等連任董事之意願。

公司細則第103條規定,除退任之董事外,任何未經董事會推薦之人士均不 具資格於任何股東大會獲選為董事,除非有合資格出席股東週年大會並投票之 股東(被提名人士除外)於預定會議日期最少七(7)日前向本公司辦事處遞交由 其簽署之書面通知,表明有意提名該人士參選董事,以及被提名之人士表明其 願意參選已簽署之書面通知。

故此,倘股東有意提名任何人士在股東週年大會參選董事,則須發出通知表明有意提名該人士參選董事,而獲提名人士亦須發出簽署通知確認參選意願。該等通知必須於二零零六年六月七日(星期三)或之前送達本公司於香港之主要辦事處,地址為香港新界葵涌青山道585-609號和記行大廈A座10樓,方為有效。

### 董事會函件

於股東週年大會上願意重選連任之董事,其詳情及簡歷刊載於本通函附錄。 若於本通函刊印後方收到股東提名某人參選本公司董事之有效通知,本公司將 刊發補充通函知會股東該新提名候選人之詳情。

### 股東週年大會

本公司謹訂於二零零六年六月十五日(星期四)中午十二時正假座香港新界荃灣荃華街3號悦來酒店3樓水晶廳舉行股東週年大會或其任何續會,大會通告載於本通函第10至11頁,隨附股東週年大會適用之代表委任表格。無論 閣下能否出席股東週年大會,務請按照代表委任表格列印之指示將表格填妥並於股東週年大會或其任何續會指定舉行時間48小時前交回本公司之香港主要辦事處,地址為香港新界葵涌青山道585-609號和記行大廈A座10樓。填妥及交回代表委任表格後, 閣下仍可親身出席股東週年大會或其任何續會,並於會上投票。在此情況下,委任代表之文據將被視作撤銷。

### 要求以投票方式表決之程序

根據公司細則第70條,下列人士可(於宣佈舉手投票結果之前或之時或撤銷任何其他投票要求時)要求就任何於股東週年大會上提呈投票之決議案以投票方式表決:

- (a) 大會主席;或
- (b) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於大會 上投票之委任代表;或
- (c) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表, 而彼或彼等於全體股東可於大會上投票之投票權總額中所佔比例不少 於十分之一;或
- (d) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表, 而彼或彼等持有附帶可於大會上投票之權利之股份,且當中已繳股款 之總額,相等於所有附帶有關權利之股份中全部已繳股款股份所佔比 例不少於十分之一。

### 董事會函件

### 推薦意見

董事會認為,重選退任董事符合本公司及股東整體之最佳利益。因此,謹 此建議股東投票贊成在股東週年大會上提呈之所有相關決議案。

此 致

列位股東 台照

承董事會命 和記行(集團)有限公司 執行主席兼行政總裁 李文輝 謹啟

二零零六年四月二十五日

建議於股東週年大會重選董事之詳情及簡歷如下:

李文輝先生(「李先生」),49歲,於一九九一年六月五日獲委任為執行董事。李先生現任本公司執行主席兼行政總裁。彼獲明尼蘇達州大學 (University of Minnesota) 頒發工商管理學士及碩士銜。彼為本公司執行董事兼榮譽主席李永森先生及非執行董事余金霞女士之子,並為本公司執行董事李文彬先生之兄長。除上文所披露者外,李先生與本公司任何董事、高級管理人員或主要或控股股東概無任何關係。

李先生於本公司多間附屬公司及主要聯營公司擔任董事。李先生負責制訂本集團之整體策略計劃及業務發展。李先生擁有26年經銷消費品之經驗。彼曾連續兩屆獲選並擔任港九無線電聯會之會長,該會為香港影音事業之聯會。彼已任職本集團22年。除擔任本公司之董事外,李先生於過去三年概無於任何其他在聯交所上市之公司擔任董事職務。

根據李先生與本公司訂立之服務合約,李先生於本公司並無固定任期。李 先生作為本公司主席無須遵循公司細則輪席告退及重選。但按照上市規則之企 業管治常規守則第A.4.2條規定,李先生每三年必須輪席告退。根據服務合約, 李先生並無固定董事袍金;然而,李先生之每年薪酬組合為港幣2,367,576元, 且享有與本公司綜合純利掛鈎之酌情發放分紅及花紅。

截至最後實際可行日期, 李先生連同Modern Orbit Limited、何秀月女士及彼等各自之聯繫人士擁有1,284,912,178股股份權益,佔本公司已發行股份約57.98%權益。除上述股份權益及根據上市規則第17章設立之本公司認股權計劃向彼授出之認股權外, 李先生概無擁有任何證券及期貨條例第XV部所界定之本公司之其他權益。

就李先生所知所悉,下列公司於李先生擔任其董事期間,根據債權人清盤程序而解散:i) Forward International Singapore (Private) Limited,於新加坡註冊成立,業務性質乃從事多媒體產品之銷售及分銷;清盤之司法程序乃基於一項金額為4,074,944.10新加坡元之未付判定債項,於二零零二年一月四日開始並於二零零五年九月八日結束;ii) Wo Kee Hong (Singapore) Pte Limited,於新加坡註冊成立,業務性質乃從事汽車及家用音響產品銷售及分銷。清盤之司法程序乃基於一項金額為2,024,942.53新加坡元之未付判定債項,於二零零二年一月四日開始並於二零零五年九月八日結束。

除上文依據上市規則第13.51(2)(1) 段規定所披露者外,並無任何其他有關李先生重選董事事宜,且依據上市規則13.51(2)(h) 至13.51(2)(v) 段規定須予以披露之資料。

孫志冲先生(「孫先生」),59歲,於一九九八年六月一日獲委任為執行董事。 孫先生乃本公司全資附屬公司和記電業有限公司之董事、本公司附屬公司勵安 有限公司及其他若干附屬公司之董事。彼負責本集團於中國大陸及香港之銷售 及業務發展。孫先生擁有逾30年商管、銷售及推銷汽車、電器及空調產品經驗。 彼已任職本集團約10年。

孫先生與本公司任何董事、高級管理人員或主要或控股股東概無任何關係。截至最後實際可行日期,孫先生擁有471,900股股份權益,佔本公司已發行股份約0.02%權益。除上述股份權益及根據上市規則第17章設立之本公司認股權計劃向彼授出之認股權外,孫先生概無擁有任何證券及期貨條例第XV部所界定之本公司之其他權益。孫先生於過去三年概無於任何其他在聯交所上市之公司擔任董事職務。

根據孫先生與本公司訂立之服務合約,孫先生於本公司之任期定為一年, 自二零零五年七月一日起生效,彼須依據公司細則輪席告退,並可再選連任。 依據服務合約,孫先生之酬金每年為港幣835,200元,並可享有董事會酌情發放 之佣金,並分享參照本公司綜合純利、薪酬政策及本公司薪酬委員會採納之指 引酌情發放分紅及花紅。

就有關孫先生重選董事事宜,並無其他依據上市規則第13.51(2)(h)至13.51(2)(v) 段規定須予以披露之資料。

陳文生先生(「陳先生」),50歲,彼自一九九九年四月起擔任本公司之獨立 非執行董事,並為本公司審核委員會成員及薪酬委員會主席。陳先生持有劍橋 大學文學碩士學位。陳先生為利興發展有限公司之主席兼董事總經理,麗星郵 輪有限公司之非執行董事,此兩間公司均於香港聯交所主板上市。彼亦擔任馬 來西亞吉隆坡證券交易所上市公司 IGB Corporation Berhad之執行董事。

陳先生與本公司任何董事、高級管理人員或主要或控股股東概無任何關係。 除擔任獨立非執行董事外,陳先生並無於本集團其他成員公司內擔任任何職務。 除根據上市規則第17章設立之本公司認股權計劃向彼授出之認股權外,陳先生 概無擁有任何證券及期貨條例第XV部所界定之本公司之其他權益。陳先生曾 擔任聯交所上市公司南華證券有限公司、南華集團有限公司及南華工業有限公 司之非執行董事,彼已於二零零四年九月二十一日辭去有關職務。除上文披露外,陳先生於過去三年概無於任何其他在聯交所上市之公司擔任董事職務。

陳先生與本公司並未訂立服務合約。陳先生於本公司之任期定為兩年,自 二零零五年四月二十五日起生效,彼須依據公司細則輪席告退,並可再選連任。 陳先生之董事袍金每年為港幣80,000元,乃參照本公司之薪酬政策及本公司薪 酬委員會採納之指引及當時市場狀況釐定。

就有關陳先生重選董事事宜,並無其他依據上市規則第13.51(2)(h)至13.51(2)(v) 段任何規定須予以披露之資料。

張應坤先生(「張先生」),46歲,於二零零五年十一月三日獲委任為本公司之獨立非執行董事,並為本公司審核委員會及薪酬委員會成員。於二零零一年至二零零六年三月期間,張先生於一間香港上市公司擔任合資格會計師及公司秘書。彼於財務管理方面擁有廣泛經驗並曾服務於不同行業之上市公司。彼為英國特許公認會計師公會資深會員及香港會計師公會會員。

張先生與本公司並未訂立服務合約。張先生於本公司之任期定為兩年,自 二零零五年十一月三日起生效,彼須依據公司細則輪值告退,並可再選連任。 張先生之董事袍金每年為港幣80,000元,並不獲發任何董事花紅。本公司獨立 非執行董事之袍金乃董事會參照當時市場上獨立非執行董事袍金之幅度釐定。

張先生並無於本集團其他成員公司內擔任任何職務,過去三年亦概無於任何其他上市公司擔任董事職務。張先生與本公司任何董事、高級管理人員或主要或控股股東概無任何關係。彼概無擁有任何證券及期貨條例第XV部所界定之本公司之股份權益。

就有關委任張先生為董事事宜,並無其他依據上市規則第13.51(2)(h)至13.51(2)(v) 段任何規定須予以披露之資料。

許捷成先生(「許先生」),55歲,於二零零六年三月十六日獲委任為執行董事。彼於零售管理、分銷電器及消費電子產品積逾28年經驗。彼擁有豐富國內經驗,包括代理歐洲著名服裝品牌,以及管理策劃高級大型購物商場。

根據許先生與本公司訂立之服務合約,許先生之每年薪酬組合為港幣1,020,000元(不包括任何現時尚未釐定之固定或酌情發放之花紅)。該服務合約為期一年。許先生之酬金乃由董事會經參照本公司之綜合純利,薪酬政策及本公司薪酬委員會採納之指引釐定。

許先生與本公司任何董事、高級管理人員或主要或控股股東概無任何關係。 許先生並無於本集團其他成員公司擔任任何職務,過去三年亦概無於任何其他 上市之公司擔任董事職務。彼概無擁有任何證券及期貨條例第XV部所界定之 本公司之股份權益。

就有關許先生重選董事事宜,並無其他依據上市規則第13.51(2)(h)至13.51(2)(v) 段任何規定須予以披露之資料。

董事會概不知悉任何有關重選李先生、孫先生、陳先生、張先生及許先生為董事之其他事宜須知會股東。



### WO KEE HONG (HOLDINGS) LIMITED 和記行(集團)有限公司\*

(於百慕達註冊成立之有限公司) (股票編號:720)

茲通告和記行(集團)有限公司(「本公司」)謹訂於二零零六年六月十五日(星期四)中午十二時正假座香港新界荃灣荃華街3號悦來酒店3樓水晶廳舉行股東週年大會或任何續會,以討論及酌情通過下列決議案(不論有否修訂):

- 省覽本公司截至二零零五年十二月三十一日止年度之經審核綜合賬目、 董事會報告及核數師報告;
- 2. 重選本公司董事及授權董事會釐定董事酬金;及
- 3. 授權董事會委任本公司核數師並釐定其酬金。

承董事會命 和記行(集團)有限公司 公司秘書 吳心瑜

香港,二零零六年四月二十五日

註冊辦事處:

Canon's Court 22 Victoria Street Hamilton HM12 Bermuda

香港主要辦事處: 香港新界 葵涌青山道585-609號 和記行大廈A座10樓

\* 僅供識別

### 股東週年大會通告

### 附註:

- 1. 有權出席上述大會並於會上投票之股東,均有權委任一名代表出席並代其投票,持有兩股或以上股份之股東可委任多於一位代表於同一會上出席。受委代表毋須為本公司股東。
- 2. 如屬聯名股份持有人,則任何一位該等持有人均可親身或委派代表於大會上以該等股份投票,猶如彼為唯一有權投票者,但如超過一位聯名持有人親身或委派代表出席大會,則只有上述出席並於股東名冊內排名於首之股東才可獲有關投票權。
- 3. 按印列之指示填妥及正式簽署之代表委任表格, 連同簽署人之授權書或其他授權文件(如有), 由授權代表親筆簽署或由公證人簽署證明,須於股東周年大會或其任何續會召開前48小時前交回本公司位於香港新界葵涌青山道585至609號和記行大廈A座10樓之香港主要辦事處,方為有效。
- 4. 填妥及交回代表委任表格後,股東仍可親身出席大會或其任何續會並於會上或投票表決時 投票。在此情況下,委任代表之文據將被視作撤銷。
- 5. 依據本公司公司細則第70條,下列人士可(於宣佈舉手投票結果之前或之時或撤銷任何其他投票要求時)要求就任何於大會上提呈投票之決議案以投票方式表決:
  - (a) 大會主席;或
  - (b) 至少三名親身出席之股東或獲正式授權之公司代表或當時有權於大會上投票之委任 代表;或
  - (c) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等於全體股東可於大會上投票之投票權總額中所佔比例不少於十分之一;或
  - (d) 任何一名或多名親身出席之股東或獲正式授權之公司代表或委任代表,而彼或彼等持有附帶可於大會上投票之權利之股份,且當中已繳股款之總額,相等於所有附帶有關權利之股份中全部已繳股款股份所佔比例不少於十分之一。

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## INDIVIDUAL SUBSTANTIAL SHAREHOLDER NOTICE

Notice pursuant to s. 324 of Part XV of the Securities and Futures Ordinance (Cap. 571)

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Form for use by an individual giving notice of :

- (i) First acquiring an interest in 5% or more of the shares of a listed corporation (I.e. first becoming a substantial shareholder);
- (ii) Changes in the percentage level, or nature, of his interest or his short position in such shares; and
- (iii) Ceasing to have an interest in 5% of such shares (complete Boxes 1 to 16 and 24 only)

This Form must be completed in accordance with the directions and instructions in the Notes to Form 1.

1 Name of listed cornorations		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	2,216,154,331
5. Name of substantial shareholder (English) as print	ed on HKID/Passport	8. Name of substantial shareholder (Chinese)
НОН	Siew Yit	
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
K537003(5)		
7. Address of substantial shareholder		10. Daytime tel. No.
2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	s Road, Hong Kong.	25144880
		11. e-mail address

### 12. Date of relevant event

2006	(year)
03	(month)
18	(day)

13. Date when the substantial shareholder became aware of the relevant event/interest in the shares (if later)	.) co in ico cina i ii a
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 (year)
(month)
(day)

### 14. Details of relevant event

Long position#	Relevant event Code describir code describing shares were/a circumstances (see Table 2) (see Table 1) Before relevant event	Relevant event Code describing capacity code describing shares were/are held circumstances (see Table 2)  (see Table 1) Before relevant After re event event 204	icity in which	in which Number of shares bought/sold or involved 5,506,048	Currency of transaction	On E) Highest price per share	On Exchange Drice Average price Per share	Average considera per share	Off Exchange Consideration tion Code (see Table 3)
Short position						-			

# Interest in share options

@ share options lapsed

### 15. Total shares immediately before the relevant event

	The second secon	
	Total number of shares	Percentage figure (%)
Long position*#	1,303,443,862	58.82
Short position		
Lending pool		

\* interest in shares: 1,213,638,826 (54.76%)

# interest in share options: 89,805,036 (4.05%)

## 17. Capacity in which interests disclosed in Box 16 are held

Code describing capacity	Number of shares	if shares
(see Table 2)	Long position	Short position
201#	786,575	
204#	83,512,413	
201*	6,738,732	
204*	35,564,388	
210*	1,171,335,706	

# Interest in share options

\* Interest in shares

### 16. Total shares immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,297,937,814	58.57
Short position		
Lending pool		

\* interest in shares: 1,213,638,826 (54.76%)

# interest in share options: 84,298,988 (3.80%)

### 18. Further information in respect of derivative interests

Code describing derivatives	Number	Number of shares
(see Table 4)	Long position	Short position
	(please see the continuation sheet)	on sheet)

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Name of child/spouse	Address	Number of shares	of shares
		Long position	Short position
LEE Man Fai	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	83,512,413#	
LEE Man Fai	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	35,564,388*	

# Interest in share options

\* Interest in shares

20. Further information in relation to interests of corporations controlled by substantial shareholder

	The second of th	s by substantial stratehold	er			
Name of controlled	Address and place of incorporation	ıtrolling	%	Direct	Number of shares	if shares
corporation		shareholder	control	(Y/N)	Long position	Short position

Continuation Sheet

18. Further information in respect of derivative interests

Mumber of shares	Short position	66 ۷۷	4 ~~	2	vv 0									
n respect of derivative	Long position	6,292,629	55,060,504	786,575	22,159,280									
18. Further information in respect of delivative interests	derivatives (see Table 4)	403	403	403	403									

### Notes:-

^^ Share options granted to my spouse are included

FORM 1

## INDIVIDUAL SUBSTANTIAL SHAREHOLDER NOTICE

# Notice pursuant to s. 324 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by an individual giving notice of:

(i) First acquiring an interest in 5% or more of the shares of a listed corporation (I.e. first becoming a substantial shareholder);

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- (ii) Changes in the percentage level, or nature, of his interest or his short position in such shares; and
- (iii) Ceasing to have an interest in 5% of such shares (complete Boxes 1 to 16 and 24 only)

This Form must be completed in accordance with the directions and instructions in the Notes to Form 1.

1. Name of listed corporations		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of substantial shareholder (English) as printed	older (English) as printed on HKID/Passport	8. Name of substantial shareholder (Chinese)
НОН	Siew Yit	
(Surname)	(Other names)	
6 HKID/Passnort No	Country of issue of Passnort	9 Chinese Character Code

### 12. Date of relevant event

2006	(year)
90	(month)
15	(day)

10. Daytime tel. No.

25144880

2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.

7. Address of substantial shareholder

K537003(5)

11. e-mail address

(year)
(month)
(day)

	Relevant event	Relevant event Code describing capacity in	icity in	which Number of	Currency of	On Exchange	nange	Off Ex	Off Exchange
	circumstances	circumstances (see Table 2)	פוס	sitates bought/sold or	ualisacuoli	st price per	Average price	Average	Consideration
	(see Table 1)	Before relevant After relevevent	/ant	involved		ם פופים	per strare	consideration per share	(see Table 3)
Long position*	115@	210		1,092,274,945					
Short position									

\* Interest in shares

@ the number of shares have been adjusted due to Share Consolidation

## 15. Total shares immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,297,937,814	58.57
Short position		
Lending pool		

\* interest in shares: 1,213,638,826 (54.76%)

# interest in share options: 84,298,988 (3.80%)

## 17. Capacity in which interests disclosed in Box 16 are held

Code describing capacity	Number of shares	of shares
(see Table 2)	Long position	Short position
201*	673,873	
204*	3,556,438	
210*	117,133,570	
201#	786,575	
204#	83,512,413	

\* Interest in shares

# Interest in share options

## 16. Total shares immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position	205,662,869	92.80
Short position		
Lending pool		

18. Further information in respect of derivative interests

Code describing	Number of shares	of shares
(see Table 4)	Long position	Short position
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Name of child/spouse	Address	Number of shares	of shares
		Long position	Short position
LEE Man Fai	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	3,556,438*	
LEE Man Fai	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	83,512,413#	

\* Interest in shares

# Interest in share options

20. Further information in relation to interests of corporations controlled by substantial shareholder

1				1	1	1	1	T	Т	
	of shares	Short position								
	Number of shares	Long position								
	Direct	(Y/N)								
	] %	control (								
y sabstantial sital citolaci	Name of controlling 9 shareholder									
and the second s	Address and place of incorporation									
	ntrolled	corporation				·				

21. Further information in relation to interests held by substantial shareholder jointly with another person

#### (4)

## INDIVIDUAL SUBSTANTIAL SHAREHOLDER NOTICE

# Notice pursuant to s. 324 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by an individual giving notice of:

FORM 1

- (i) First acquiring an interest in 5% or more of the shares of a listed corporation (I.e. first becoming a substantial shareholder);
- (ii) Changes in the percentage level, or nature, of his interest or his short position in such shares; and
- (iii) Ceasing to have an interest in 5% of such shares (complete Boxes 1 to 16 and 24 only)

This Form must be completed in accordance with the directions and instructions in the Notes to Form 1.

1. Name of listed corporations		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433

5. Name of substantial sharehol	5. Name of substantial shareholder (Fnglish) as printed on HKID/Passnort	8 Nama of cultabandial abanahaldas (Chimana)
НОН		o. Maine of Substantial Sitaleholder (Chinese)
2	Olew TIL	
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
K537003(5)		
7. Address of substantial shareholder	older	10. Daytime tel. No.
2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.		25144880
		11. e-mail address

2006	(year)
90	(month)
15	(day)

13. Date when the substantial shareholder became aware	of the relevant event/ interest in the shares (if later)
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(year)
(month)
(day)

Off Exchange	Average	consideration Code per share (see Table 3)		
On Exchange	st price per	snare per snare		
Currency of	u all saction			
in which Number of	bought/sold or	involved	75,869,091	
g capacity in which	20	Before relevant After relevant event		
Code describing	(see Table 2)	Before relevant event	204	
Relevant event Code describing capacity	circumstances	(see Table 1)	115@	
			Long position#	Short position

# Interest in share options

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

## 15. Total shares immediately before the relevant event

Total number of shares  Long position Short position Lending pool	
	I number of shares Percentage figure (%)
Short position	205,662,869
Lending pool	

## 17. Capacity in which interests disclosed in Box 16 are held

Code describing capacity	Number of shares	of shares
(see Table 2)	Long position	Short position
201#	78,657	
204#	8,351,240	
201*	673,873	
204*	3,556,438	
210*	117,133,570	
At lacks and the also as a second		

# Interest in share options

\* Interest in shares

### 16. Total shares immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	129,793,778	58.57
Short position		
Lending pool		

\* interest in shares: 121,363,881 (54.76%)

# interest in share options: 8,429,897 (3.8%)

## 18. Further information in respect of derivative interests

Code describing	Number of shares	of shares
(see Table 4)	Long position	Short position
	(please see the continuation sheet)	in sheet)

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Name of child/spouse	Address	Number of shares	ıf shares
		Long position	Short position
LEE Man Fai	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	8,351,240#	
LEE Man Fai	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	3,556,438*	

# Interest in share options

\* Interest in shares

* Interest in shares						
20. Further information	20. Further information in relation to interests of corporations controlled by substantial shareholder	by substantial sharehold	J.			
Name of controlled	Address and place of incorporation	Name of controlling	%	Direct	Number of shares	of shares
corporation		shareholder		(V/N)	Long position	Short position

21. Further information in relation to interests held by substantial shareholder jointly with another person

Continuation Sheet

18. Further information in respect of derivative interests

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Notes:-

^^ Share options granted to my spouse are included

FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director;

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2006 JUN 22 P 1:27

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(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	2,216,154,331
S Name of Director (English) as printed as UVID/19/19		

5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
LEE	Man Fai	李文輝 、
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
D197329(1)		262124296540
7. Address of Director		10. Daytime tel. No.
2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.		25144880
		11. e-mail address

#### 12. Date of relevant event

2006	(year)
03	(month)
18	(day)

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ware of the shares (if later)	(year)
13. Date when director became aware of the relevant event/ interest in the shares (if later)	(month)
13. Date when di	(day)

	Relevant event	Relevant event Code describing capacity	capacity in which Number of	Number of	Currency of	On Exchange	nange	Off Ex	Off Exchange
	code describina	code describing Ishares were/are held	Jeld	charee	transaction		•	i :	98
	circumstances	(see Table 2)	2	bought/sold or	1010000	st price per	Average price	Average	Consideration
_	(see Table 1)	Before relevant After r	After relevant	involved		share p	per share	consideration	Code
		event	event					per share	(see Table 3)
Long position#	136@	201		5,506,048					
Short position									

# interest in share options

@ share options lapsed

15. Total shares in listed corporation immediately before

the relevant event

	Total number of shares	Percentage figure (%)
ong position*#	1,303,443,862	58.82
thort position		

\* interest in shares: 1,213,638,826 (54.76%)

# interest in share options: 89,805,036 (4.05%)

16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,297,937,814	58.57
Short position		

\* interest in shares: 1,213,638,826 (54.76%)

# interest in share options: 84,298,988 (3.80%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

Г				
of shares	Short position			
Number of shares	Long position	,		
Code describing capacity	(see Table 2)			

_	_		<u>.</u>	_		_		_	_
	Number of change	indition of states		-					
	sted corporation	Price on assignment	6000						
	Consideration - if derivatives granted by listed corporation	Exercise price	HK\$0.5422		-				
:	Consideration -	Price for grant							
Exercise period	(dd/mm/yyyy)	Ends	17/03/2006						
Exerci	m/pp)	Begins	18/03/2000				:		
Code describing	derivatives	(see Table 4)	409						
			Long position(s)						

				Ę		
			Number of shares	Short position		
			Number	Long position		
L		and/or spouse				
		children under 18				
		19. Further information in relation to interests of children under 18 and/or spouse	SS			
		nation in relat	Address			
Short position(s)		19. Further inforn	Name of child/spouse			

20. Further information in relation to interests of corporations controlled by Director

				1		
Number of shares	Short position					
Number	Long position					
Direct	(N/X)					
G %	control			:		
ıtrolling	shareholder					
Address and place of incorporation						ter 1
Name of corporation			·			

21. Further information in relation to interests held by Director jointly with another person	in relation to	o interests hel	d by Director joi	ntly with another	r person				
Name of joint shareholder Address	Address				i		Number	Number of shares	
							Long position	Short position	sition
22. Further information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust	from a direc	tor who is a tr	ustee, or benefi	ciary of a trust, o	ır a person who h	as set up a Discre	etionary Trust		
Name of Trust	Address					Status Code	Number	Number of shares	
						(see Table 5)	Long position	Short position	sition
23. Further information from a party to an agreement	from a party	to an agreem	ent under Section 317	I	( Please see Notes for further information required)	rther information	required)		
Names of other parties	Address						Number	Number of shares	
		·							
Total number of shares in which substantial shareholder is interested under section 317 and 318	which substa	intial sharehold	er is interested u	nder section 317 a	and 318				
:	L					man and a single			
24. Date of filing this Form 3A	₩ ₩ ₩	20 (dav)	03	2006	The state of the s		25. Number of continuation sheets	on sheets	
Form 3A.	_	(()	(milon)	(Vedi)			26. Number of attachments	ıts	
							4		

#### FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

# Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

- (i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director;
  - (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	2,216,154,331
5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
TEE	Wing Sum	李永淼
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
A001574(4)		262130572773
7. Address of Director		10. Daytime tel. No.
Flat A1, 17/F., Villa Monte Rosa, 41A Stubbs Road, Hong Kong.	11A Stubbs Road, Hong Kong.	25144880
		11. e-mail address

2006	(year)
03	(month)
21	(day)

(year)	
(month)	
(kep)	

Γ	Τ			1	7
Off Exchange	Consideration	Code	(see Table 3)		
Off E	Average	consideration	per share		
hange	Average price	per snare			
On Exchange	st price per	snare			
Currency of	transaction				
in which Number of	shares bought/sold or	involved		4,719,470	
sapacity in which	neid	evant	event		
Relevant event Code describing capacity	code describing shares were/are held circumstances (see Table 2)	Before relevant After re	event	201	
Relevant event	code describing circumstances	(see Table 1)		136@	
				Long position	Short position

@ share options lapsed

## 15. Total shares in listed corporation immediately before

the relevant event

	Total number of shares	Percentage figure (%)
Long position#	60,420,614	2.73
Short position		-
.,		

2.51

55,701,144

Long position# Short position

Percentage figure (%)

Total number of shares

16. Total shares in listed corporation immediately after the relevant event

# Interest in share options

## 17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

Number of shares	Short position			
Number	Long position			
Code describing capacity	(see Table 2)			

		0		1
Number of shares				
sted corporation	Price on assignment			
Consideration - if derivatives granted by listed corporation	Exercise price	HK\$0.5422		
Consideration -	Price for grant			
Exercise period (dd/mm/yyyy)	Ends	20/03/2006		
Exercis (dd/m	Begins	21/03/2000		
Code describing derivatives	(see Table 4)	409		
		Long position(s)		

21. Further information in relation to interests held by Director jointly with another person

FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,

(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

MOB JUN 22 P 1: 27 CORPORATE FINATIONAL
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This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation			
Wo Kee Hong (Holdings) Limited			
2. Stock code	720		4. Number of issued shares in class
3. Class of shares	Ordinary		2,216,154,331
5. Name of Director (English) as printed on HKID/Passport	s printed on HKID/Passport		8. Name of Director (Chinese)
SUEN	Sammy Chi Chung		孫志冲
(Surname)		(Other names)	
6. HKID/Passport No.	Country of issue of Passp	ssport	9. Chinese Character Code
A607457(2)			132718070394
7. Address of Director			10. Daytime tel. No.
Flat C-5, 8 Seymour Road, Hong Kong.	Kong.		25144880
			11. e-mail address

2006	(year)	
03	(month)	
22	(day)	

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aware of	e shares	
r became	erest in th	
n directo	event/ inte	
13. Date when director became aware of the	relevant event/ interest in the shares (if later	
5.		

	(year)	
,	(month)	
	(day)	

	Relevant event	Relevant event   Code describing capacity in which   Number of	apacity in which	Number of	Currency of	On Exchange	egu	Off Ex	Off Exchange
	code describing	code describing shares were/are held circumstances (see Table 2)	plei	shares bought/sold or	transaction	st price per	erage price	Average	Consideration
	(see Table 1)	Before relevant After	After refevant	involved		snare	per snare	consideration	Code (see Table 3)
		event	event				,	o laid	(2001.000)
Long position#	136		201	786,575					
Short position									

# interest in share options

### 15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	11,535,279	0.52
Short position		

interest in shares: 471,900 (0.02%)

# interest in share options: 11,063,379 (0.50%)

### 16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	10,748,704	0.49
Short position		

\* interest in shares: 471,900 (0.02%)

# interest in share options: 10,276,804 (0.46%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

•					
	Number of shares	Short position			
	Number	Long position			
	Code describing capacity	(see Table 2)			

	Code describing derivatives	ш	exercise period (dd/mm/yyyy)	Consideration -	Consideration - if derivatives granted by listed corporation	ited corporation	Number of shares
	(see Table 4)	Begins	Ends	Price for grant	Exercise price	Price on assignment	
Long position(s)	409	22/03/2000	21/03/2006		HK\$0.5422		
Company and the following							

Short position(s)							
					_		
19. Further information	n in relatio	19. Further information in relation to interests of children under 18 and/or spouse	ır spouse				
Name of child/spouse	Address	S				Number of shares	of shares
		1000			<u> </u>	Long position	Short position
20. Further informatior	n in relatio	20. Further information in relation to interests of corporations controlled by Director	by Director				
Name of corporation	Address	Address and place of incorporation	Name of controlling	%	Direct interest	Number of shares	of shares
			snarenolder		(Y/N)	Long position	Short position
					-	A COMPANY AND THE CO. T.	100,000

Name of joint shareholder Address	Address			Number	Number of shares
				Long position	Short position
-					
22. Further information	rom a director who is a trustee, or ber	22. Further information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust	s set up a Discret	tionary Trust	
Name of Trust	Address		Status Code	Number	Number of shares
			(see Table 5)	Long position	Short position
3. Further information	23. Further information from a party to an agreement under Section 317	ction 317 ( Please see Notes for further information required)	her information r	equired)	
Names of other parties	Address			Number	Number of shares
otal number of shares in	Total number of shares in which substantial shareholder is interested under section 317 and 318	d under section 317 and 318			
24. Date of filing this Form 3A	n 3A 23 03	2006	``	25. Number of continuation sheets	on sheets
	(day) (month)	(year)			
Form 3A.			)	26. Number of attachments	ıts
		7			

#### FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

- (i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director;
- (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433

5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
TEE	Man Fai	李文輝
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
D197329(1)		262124296540
7. Address of Director		10. Daytime tel. No.
2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	Ջoad, Hong Kong.	25144880
		11. e-mail address

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90	(month)
15	(day)

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	Relevant event	Relevant event Code describing capacit	capacity in which Number of	Number of	Currency of	On Exchange	)ge	Off Ex	Off Exchange
	code describing circumstances	code describing   shares were/are held circumstances   (see Table 2)	peld	snares bought/sold or	transaction	st price per	erage price	Average	Consideration
	(see Table 1)	Before relevant After	relevant	involved		Silaic Silaic	per viigie	consideration per share	(see Table 3)
		everii	evelit						
Long position*	136@	210		1,092,274,945					
Short position									

\* interest in shares

@ the number of shares have been adjusted due to Share Consolidation

## 15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,297,937,814	58.57
Short position		

\* interest in shares: 1,213,638,826 (54.76%)

# interest in share options: 84,298,988 (3.80%)

## 16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position	205,662,869	92.80
Short position		

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

Number of shares	Short position		-	
Number	Long position			
Code describing capacity	(see Table 2)			

Consideration - if derivatives granted by listed corporation	Price on assignment				
if derivatives gra	Exercise price				
Consideration	Price for grant				
e period n/yyyy)	Ends				
Exercise period (dd/mm/yyyy)	Begins				
Code describing derivatives	(see Table 4)				
		Long position(s)			

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<b>L</b>			
	-		
(s)uc			
Short position(s)			
က်			

19. Further information in relation to interests of children under 18 and/or spouse

Name of child/spouse	Δηίσος	Number of shares	f shares
- 1		Long position	Short position
HOH Siew Yit	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	6,064,859*	
* Interest in shares			

20. Further information in relation to interests of corporations controlled by Director

Name of corporation	Address and place of incorporation	trolling	% Direct interest	Direct	Number of shares	of shares
		shareholder	control	(Y/N)	Long position	Short position
-						
						and the second s

Names of faint strateholder   Address   Long position   Singt position				Mimborof	foboroe
Information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust  Address  Unit Trust  P.O. Box 3340, Road Town, Tortola, British Virgin Islands  Information from a party to an agreement under Section 317 (Please see Notes for further information required)  Inhibit Shares on which substantial shareholder is interested under section 317 and 318  Islands of shunber of continuation shall be substantial shareholder is interested under section 317 and 318  Islands of shunber of shall be substantial shareholder is interested under section 317 and 318  Islands of shunber of shall be substantial shareholder is interested under section 317 and 318  Islands of shunber of continuation shall be substantial shareholder is interested under section 317 and 318  Islands of shunber of continuation shall be substantial shareholder is interested under section 317 and 318  Islands of shunber of shunber of continuation shall be substantial shareholder is interested under section 317 and 318  Islands of shunber of sh	Name of joint shareholder	Address	-1	To continue and I	Solidio de la companya de la company
riformation from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust  Address  Unit Trust)  P.O. Box 3340, Road Town, Tortole, British Virgin Islands  Unit Trust)  Information from a party to an agreement under Section 317 (Please see Notes for further information required)  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Information agreement under Section 317 a				Long position	Short position
Information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust  Address  Limited PO Box 3340. Road Town, Tortola, British Virgin Islands  Information from a party to an agreement under Section 317 (Please see Notos for further information required)  Information from a party to an agreement under Section 317 (Please see Notos for further information required)  Information from a party to an agreement under Section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information required)  Information from a party to an agreement under section 317 (Please see Notos for further information of standard for further formation for further further formattend for further formation for further further further further f					
Information from a director who is a frustee, or beneficiary of a frust, or a person who has set up a Discretionary Trust    Address   Status Code   Long position   Limited   P.O. Box 3340, Road Town. Tortola. British Virgin Islands   Soc   1,054,202,136					
t Address States or beneficiary of a trust, or a person who has set up a Discretionary Trust    Address   Address   Long position					
the Address  Limited D.O. Box 3340, Road Town, Tortola, British Virgin Islands  Limited D.O. Box 3340, Road Town, Tortola, British Virgin Islands  Limited D.O. Box 3340, Road Town, Tortola, British Virgin Islands  Limited D.O. Box 3340, Road Town, Tortola, British Virgin Islands  FOO Box 3340, Road Town, Tortola, British Virgin Islands  Information from a party to an agreement under Section 317 (Please see Notes for further information required)  For Box 3340, Road Town, Tortola, British Virgin Islands  Information from a party to an agreement under Section 317 and 318  Information from a party to an agreement under Section 317 and 318  Ing this Form 34  Iday) (Wear) (Wear)  Ing this Form 34  Iday) (Wear)  Indicate Section 317 and 318  Indicate S	22. Further information	from a director who is a trustee, or beneficiary of a trust, or a person who has s	et up a Discret	tionary Trust	
Unit Trust) P.O. Box 3340, Road Town, Tortola, British Virgin Islands Unit Trust) Information from a party to an agreement under Section 317 (Please see Notes for further information required) Ingenties Address Address Address Address  A	Jame of Trust		itus Code	Number of	f shares
Unit Trust)  Ho Box 3340, Road Town, Tortola, British Virgin Islands  Unit Trust)  Information from a party to an agreement under Section 317 (Please see Notes for further information are party to an agreement under Section 317 (Please see Notes for further information are parties)  Address  of shares in which substantial shareholder is interested under section 317 and 318  ing this Form 3A 16 06 2006  (day) (month) (year)			e Table 5)	Long position	Short position
ing this Form 3A	Aodern Orbit Limited The WS Lee Unit Trust)	P.O. Box 3340, Road Town, Tortola, British Virgin Islands	502	1,054,202,136	
ing this Form 3A (day) (month) (year)					
ing this Form 3A Let (day) (month) (varies see Notes for further information of year)			;		
of shares in which substantial shareholder is interested under section 317 and 318  ing this Form 3A 16 06 2006  (day) (month) (year)	3. Further information		r information n	equired)	
of shares in which substantial shareholder is interested under section 317 and 318  ing this Form 3A 16 06 2006  (day) (month) (year)	lames of other parties				fshares
of shares in which substantial shareholder is interested under section 317 and 318  ing this Form 3A					
of shares in which substantial shareholder is interested under section 317 and 318  ing this Form 3A 16 06 2006  (day) (month) (year)					
of shares in which substantial shareholder is interested under section 317 and 318  ing this Form 3A 16 06 2006  (day) (month) (year)					
ing this Form 3A 16 06 2006 (day) (month) (year)	otal number of shares in	which substantial shareholder is interested under section 317 and 318			
	4. Date of filing this Fo	16 06 2 (day) (month)		25. Number of continuation	n sheets
				26. Number of attachment	s

21. Further information in relation to interests held by Director jointly with another person

(4)

#### FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,

(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

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OFFICE OF INTERNATIONAL

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation	u	
Wo Kee Hong (Holdings) Limited	pet	
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433

5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
		李文輝
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
D197329(1)		262124296540
7. Address of Director		10. Daytime tel. No.
2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	Road, Hong Kong.	25144880
		11. e-mail address

2006	(year)
90	(month)
15	(day)

ware of the shares (if later	(year)
13. Date when director became aware of the relevant event' interest in the shares (if later	(month)
13. Date when di relevant ever	(day)

	Relevant event	Relevant event Code describing capacity in which Number of	capacity in which	Number of	Currency of	On Exchange	nange	Off Ex	Off Exchange
	code describing	code describing   shares were/are neid circumstances   (see Table 2)		snares bought/sold or		st price per	Average price	Average	Consideration
	(see Table 1)	Before relevant After revent event	elevant	involved		d algin	per snare	consideration per share	(see Table 3)
Long position#	136@	204		75,869,091					0.00
Short position									

# interest in share options

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

### 15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position	205,662,869	92.80
Short position		

### 16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	129,793,778	58.57
Short position		
	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	

\* interest in shares: 121,363,881 (54.76%)

# interest in share options: 8,429,897 (3.8%)

## 17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

_		11		,	_
Number of shares	Short position				
Number	Long position				
Code describing capacity	(see Table 2)				

		1					
	Code describing derivatives	(dd/mm/yyyy)	(dd/mm/yyyy)	Consideration -	Consideration - if derivatives granted by listed corporation	sted corporation	Nimber of charee
	(see Table 4)	Begins	Ends	Price for grant	Exercise price	Price on assignment	solution of solution
Long position(s)		(please see the continu	ontinuation sheet)				
			u				

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s)			
ort position(s)			
Short			

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19. Further information in relation to interests of children under 18 and/or spouse

Name of child/spoors	Adress	Number of shares	of shares
		Long position	Short position
HOH Siew Yit	2/F., 1C Shiu Fai Terrace, Stubbs Road, Hong Kong.	707,918#	
2			

# Interest in share options

20. Further information in relation to interests of corporations controlled by Director

fshares	Short position				elements from the street to public persons
Number of shares	Long position				
rect	(N)	<u> </u>			
% Direct	ntrol (Y				* ************************************
trolling	shareholder				200
Address and place of incorporation					
Name of corporation					

Z1. Furmer information	21. Further information in relation to interests field by Director Jointly with another person		Number of shares	
Name of joint shareholder Address	Address		_	
			Long position Short	Short position
22. Further information	22. Further information from a director who is a trustee or beneficiary of a trust or a nerson who has set un a Discretionary Trust	in a Discreti	inam Iniet	
	Status	Code	Number of shares	
Name of Trust	Address (see T	(see Table 5)	Long position Short	Short position
23. Further information	23. Further information from a party to an agreement under Section 317 (Please see Notes for further information required)	formation re	equired)	
Names of other parties	Address		Number of shares	
Total number of shares in	Total number of shares in which substantial shareholder is interested under section 317 and 318			
24. Date of filing this Form 3A	100			
	(day) (month) (year)	7	25. Number of continuation sheets	
Form 3A.		8	26. Number of attachments	

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18. Further information in respect of derivative interests in listed corporation

				<b>~</b>												1
Number of shares@		5,663,367	49,554,454	707,918	19,943,352											
y listed corporation	Price on assignment															
Consideration paid for derivatives granted by listed corporation	Exercise price@	HK\$1.6610	HK\$1.6610	HK\$1.6610	HK\$1.0000											
Consideration paic	Price for grant							:								
Code describing Exercise period (dd/mm/yyyy) Conside derivatives (see	Ends	28/06/2007	15/09/2007	29/09/2007	23/09/2008							111				
Exercise period (dd	Begins	29/06/2001	16/09/2001	30/09/2001	24/09/2002											
Code describing derivatives (see			409	409	409											
		Long position(s) 409								Short position(s)						

Notes:-

@ the exercise prices and the number of share options have been adjusted due to Share Consolidation

^^ Share options granted to my spouse are included

#### FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

# Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executiva ("director") giving an Initial Notification or nolice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director;

(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

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CORPORATE FINANCE

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation	U <sub>1</sub>	
Wo Kee Hong (Holdings) Limited	ited	
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433

		•	
5. Name of Director (English) as printed on HKID/Passp	oort	8. Name of Director (Chinese)	_
YUE	Kam Har	余金霞	
(Surname)	(Other names)		_
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code	_
A320267(7)		015168557209	
7. Address of Director		10. Daytime tel. No.	
Flat A1, 17/F., Villa Monte Rosa, 41A Stubbs Road, Hong Kong.	IA Stubbs Road, Hong Kong.	25144880	
		11. e-mail address	
			_

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98	(month)
15	(day)

(year)
(month)
(day)

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	Relevant event	Relevant event Code describing capacity	capacity in which Number of		Currency of	On Exchange	Off Ex	Off Exchange
	code describing circumstances	code describing shares were/are held circumstances (see Table 2)	ıeld	snares bought/sold or	rransaction	Highest price per Average price	Average	Consideration
	(see Table 1)	Before relevant After event	After relevant event	involved		מומום	per share	(see Table 3)
Long position#	136@	210		1,101,089,582				
Short position								

interest in shares

@ the number of shares have been adjusted due to Share Consolidation

## 15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,224,219,443	55.24
Short position		

55.56

123,129,861

Long position Short position

Percentage figure (%)

Total number of shares

 Total shares in listed corporation immediately after the relevant event

interest in shares: 1,223,432,868 (55.21%)

# interest in share options: 786,575 (0.04%)

## 17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

Code describing capacity	Number	Number of shares
(see Table 2)	Long position	Short position

			o parent massis	Tombind on home			
	Code describing derivatives	Exercise period (dd/mm/yyyy)	exercise period (dd/mm/yyyy)	Consideration -	Consideration - if derivatives granted by listed corporation	sted corporation	Number of shares
	(see Table 4)	Begins	Ends	Price for grant	Exercise price	Price on assignment	
Long position(s)							
: •				The state of the s			

Short position(s)					
19. Further information	19. Further information in relation to interests of children under 18 and/or spouse	or spouse			
Name of child/coorses	Adraec			Number of shares	shares
	Violeton (			Long position	Short position
				· · · · · · · · · · · · · · · · · · ·	
20. Further information	20. Further information in relation to interests of corporations controlled by Director	by Director			
Name of corporation	Address and place of incorporation	Name of controlling %	Direct	Number of shares	shares
				Long position	Short position
,					
11 × 12 × 12 × 12 × 12 × 12 × 12 × 12 ×					
			Age of the second		

Number of shares	Long position Short position		tionary Trust	Number of shares	Long position Short position	1,054,202,136		equired)	Number of shares			25. Number of continuation sheets	26. Number of attachments
			ho has set up a Discre	Status Code	(see Table 5)	505		( Please see Notes for further information required)				2	
Name of Joint shareholder Address			22. Further information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust			P.O. Box 3340, Road Town, Tortola, British Virgin Islands		23. Further information from a party to an agreement under Section 317 ( Please see Notes for			Total number of shares in which substantial shareholder is interested under section 317 and 318	16         06         2006           (day)         (month)         (year)	yallowyon
Address			from a directo	Address		P.O. Box 334		írom a party t	Address		which substant		
Name of joint shareholder Address			22. Further information 1	Name of Trust		Modern Orbit Limited (The WS Lee Unit Trust)		3. Further information f	Names of other parties		otal number of shares in v	24. Date of filing this Form 3A	Form 3A.

7

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquining an interest in shares or a short position in shares of a listed corporation of which he is a director;

(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

MOB JUN 22 PO 1: 27
CORPORATERNATIONAL

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433

5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
YUE	Kam Har	余金霞
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
A320267(7)		015168557209
7. Address of Director		10. Daytime tel. No.
Flat A1, 17/F., Villa Monte Rosa, 41A Stubbs Road, Hong Kong	1A Stubbs Road, Hong Kong.	25144880
nga ngilanga da pen		11. e-mail address

2006	(year)	
90	(mouth)	
15	(day)	

aware of the	e shares (if late	
13. Date when director became aware of the	relevant event/interest in the shares (if late	
13, D	re	

(year)	
(month)	
(day)	

	Relevant event	Relevant event Code describing cape	Relevant event   Code describing capacity in which   Number of	Number of	Currency of	On Exc	On Exchange	O# E>	Off Exchange
	circumstances	(see Table 2)	0	bought/sold or	railsaction	Highest price per Average price	Average price	Average	Consideration
	(see Table 1)	Before relevant After r	After relevant	involved		snare	per share	consideration	Code
		event	event					per share	(see Table 3)
Long position#	136@	201		707,918					
Short position									

# interest in share options

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
ong position	123,129,861	55.56
Short position		

16. Total shares in listed corporation immediately after the relevant event

	Total number of shares   Percentage figure (%)	Percentage figure (%)
Long position*#	122,421,943	55.24
Short position		
1000		

\* interest in shares: 122,343,286 (55.21%)

# interest in share options: 78,657 (0.04%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

	<b>,</b>	<del>11</del> .	<b></b>	<del></del>	<b>.</b>	
Number of shares	Short position					
Number	Long position					
Code describing capacity	(see Table 2)					

@ the exercise price and the number of share options have been adjusted due to Share Consolidation

	Code describing derivatives		Exercise period (dd/mm/yyyy)	Consideration	Consideration - if derivatives granted by listed corporation	sted corporation	N i semple a se
	(see Table 4)	Begins	Ends	Price for grant	Exercise price@	Price on assignment	Manipel of Strates@
Long position(s)	409	30/09/2001	29/09/2007		HK\$1.6610		707

Short position(s)				L					
19. Further information in relation to interests of children under 18 and/or snnuse	n in relation	n to interests of child	fren under 18 and/or	683008					
Name of child/enginee	000 PP V						Number of shares	of shares	
						<u>.l</u>	Lang position	Short position	
20. Further information in relation to interests of corporations controlled by Director	n in relatior	n to interests of corp	orations controlled t	by Director					
Name of corporation	Address	Address and place of incorporation	ition	Name of controlling	%	Direct	Number of shares	of shares	
				shareholder	control	(X/N)	Lang position	Short position	
									•
in the second second			into in a contagno				7. 0.00		
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	Address				Number of shares	fshares
Maille of Joilli Statemorder Prodess	Contract				Long position	Short position
22. Further information from a director who is a trustee, or	from a director who i	s a trustee, or benefic	beneficiary of a trust, or a person who has set up a Discretionary Trust	ho has set up a Discre	etionary Trust	
Name of Trust	Address			Status Code	Number of shares	fshares
				(see Table 5)	Long position	Short position
						·
23. Further information from a party to an agreement under Section 317	from a party to an ag	reement under Sectio		( Please see Notes for further information required)	required)	
Names of other parties	Address				Number of shares	fshares
Total number of shares in	which substantial shar	eholder is interested un	Total number of shares in which substantial shareholder is interested under section 317 and 318			
24. Date of filing this Form 3A	тт 3А 16	90	2006		25. Number of continuation sheets	n sheets
	(day)	(month)	(year)			<b>.</b>
Form 3A.					26. Number of attachments	82

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director;

(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

MOB JUN 22 P 1: 27
CORPORATE FINANCEAL

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

Name of listed corporation     Wo Kee Hong (Holdings) Limited     Stock code     Class of shares
--

5. Name of Director (English) as printed on HKID/Passp	s printed on HKID/Passport	8. Name of Director (Chinese)
LEE	Man Bun Jeff	李文彬
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
D547797(3)		262124291755
7. Address of Director		10. Daytime tel. No.
Flat A1, 17/F., Villa Monte Rosa, 41A Stubbs Road, Hong Kong.	11A Stubbs Road, Hong Kong.	25144880
		11. e-mail address

2006	(year)
90	(month)
15	(day)

late when director became aware of the	relevant event/interest in the shares (if later)
13. Date when dir	relevant event

(day) (month) (year)
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	Relevant event	Relevant event Code describing capacity	capacity in which	in which Number of	Currency of	On Exc	On Exchange	Off Ex	Off Exchange
	circumstances	(see Table 2)	פֿפ	snares bought/sold or	transaction	st price per	Average price	Average	Consideration
	(see Table 1)	Before relevant After re	After relevant	involved		snare	per snare	consideration	Code
<del></del>		event	event				•	per snare	(see rable 3)
Long position*	136@	210		1,071,460,707					
Short position									

\* interest in shares

@ the number of shares have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,195,088,210	53.93
Short position		
1 100 007 000 XX 000 X 100 000 100 100 100 100 10	544 000 /FD 100/	**************************************

55.78

123,627,503

Long position Short position

Percentage figure (%)

Total number of shares

16. Total shares in listed corporation immediately after the relevant event

\* interest in shares: 1,190,511,896 (53.72%)

# interest in share options: 4,576,314 (0.21%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

	Ę			
Number of shares	Short position			
Number	Long position			
Code describing capacity	(see Table 2)			

	poration Nimber of charse	Price on assignment				
	Consideration - if derivatives granted by listed corporation	Exercise price Pric	-			
	Consideration -	Price for grant				
	Exercise period (dd/mm/yyyy)	Ends				
	Exercis (dd/mr	Begins				
***************************************	Code describing derivatives	(see Table 4)				
		-	Long position(s)			

Short position(s)				-		
				-		
					· · · · · · · · · · · · · · · · · · ·	
19. Further information	19. Further information in relation to interests of children under 18 and/or spouse	əsnods				
Name of child/spouse	Address				Number of shares	fshares
				L	Long position	Short position
,						
				·		
20. Further information	20. Further information in relation to interests of corporations controlled by Director	y Director				
Name of corporation	Address and place of incorporation	Name of controlling	%	Direct	Number of shares.	f shares.
		shareholder	control	(V/N)	Long position	Short position
Fisherman Enterprises Inc.	P.O. Box 3149, Pasea Estate, Road Town, Tortola, British Virgin Islands	LEE Man Bun Jeff	100.00	<b></b>	13,011,471	
						And the community of the part

21. Further information in relation to interests held by Director jointly with another person

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

- (i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,
- (ii) Changes in the nature of his interest in such shares; and
- (iii) Geasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

## This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of Director (English) as printed on HKID/Passpo	1	8. Name of Director (Chinese)

5. Name of Director (English) as printed on HKID/Passpo	t	8. Name of Director (Chinese)
LEE	Man Bun Jeff	李文彬
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
D547797(3)		262124291755
7. Address of Director		10. Daytime tel. No.
Flat A1, 17/F., Villa Monte Rosa, 41A Stubbs Road, Hong Kong.	1A Stubbs Road, Hong Kong.	25144880
		11. e-mail address

2006	(year)
90	(month)
15	(day)

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듷	relevant event/interest in the shares (if later)	
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픓	9	
13. Date when director became aware of the	2	
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(year)	
(month)	
(dep)	

	Refevant event	Relevant event Code describing capacity	oity	in which Number of	Currency of	On Exc	On Exchange	Off Ey	Off Exchange
	circumstances	(see Table 2)	2	bought/sold or	u alloacuon	st price per	Average price	Average	Consideration
المراجعة ا	(see Table 1)	Before relevant After relevant	After relevant	involved		share	per share	consideration	Code
		event	event					per share	(see Table 3)
Long position#	136@	201		4,118,683					
Short position									

# interest in share options

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position	123,627,503	55.78
Short position		

16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	119,508,820	53.93
Short position	,	

\* interest in shares: 119,051,189 (53.72%)

# interest in share options: 457,631 (0.21%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

_	_	1		<del>,</del>	 T
Number of shares	Short position				
Number	Long position				
Code describing capacity	(see Table 2)		•		

@ the exercise prices and the number of share options have been adjusted due to Share Consolidation

	Grand	La China Co				
	m/pp)	(dd/mm/yyyy)	Consideration -	Consideration - if derivatives granted by listed corporation	sted corporation	(
	Begins	Ends	Price for grant	Exercise price@	Price on secionary	Number of shares@
9	04/06/2002	03/06/2008		HK\$1 0000	Tipi Biogo io con a	
C	04/00/100	000000000		2000		2,831,683
7	#109/Z00Z	23/09/2008		HK\$1.0000		1.287 000
		-				
		•				
				_	_	

Short position(s)					The second secon	
her information	19. Further information in relation to interests of children under 18 and/or spouse	r spouse				
Name of child/spouse	Address				Number	Number of shares
					Long position	Short position
her information	20. Further information in relation to interests of corporations controlled by Director	by Director		1		
Name of corporation	Address and place of incorporation	Name of controlling	%	Direct interest	Number	Number of shares
		snarenolder		(V/N)	Long position	Short position
-				······································		
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· 21. Further information in relation to interests held by Director jointly with another person

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

OFFICE OF WITERWAYING

Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,

(ii) Changes in the nature of his interest in such shares; and

(iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
SUEN	Sammy Chi Chung	孫志冲
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
A607457(2)		132718070394

### 12. Date of relevant event

Flat C-5, 8 Seymour Road, Hong Kong.

7. Address of Director

2006	(year)
90	(month)
15	(day)

ware of the shares (if later	(year)
13. Date when director became aware of the relevant event' interest in the shares (if later	(month)
13. Date when di	(day)

10. Daytime tel. No.

25144880

11. e-mail address

### 14. Details of relevant event

L ()	Code describing lebates warefare hald	bought/sold or	Before relevant After relevant involved consideration	event event (see Table 3)	136@ 201 424,710	
Polovorat ovont	code describina	circumstances	(see Table 1)		136@	
					Long position*	Short position

interest in shares

@ the number of shares have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	10,748,704	0.49
Short position		
* interest in shares: 471,900 (0.02%)	0 (0.02%)	

4.66

10,323,994

Short position Long position

Percentage figure (%)

Total number of shares

16. Total shares in listed corporation immediately after

the relevant event

# interest in share options: 10,276,804 (0.46%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

	Т	1	1	T	1 "	
Number of shares	Short position					
Number	Long position					:
Code describing capacity	(see Table 2)					

		Number of shares						
	sted corporation	Drice as assistant	ring on assignment					
	Consideration - if derivatives granted by listed corporation	Exercise price	and and and					
	Consideration	Price for grant						
7	(dd/mm/yyyy)	Ends						
Pycoro	m/pp)	Begins				~		
	Code describing derivatives	(see Table 4)						
			Long position(s)					

			Number of shares	ıres
Name of joint shareholder Address	Address		Long position	Short position
22. Further information	22. Further information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust	has set up a Discr	retionary Trust	·
4 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 - 1 -		Status Code	Number of shares	ıres
Name of Trust	Address	(see Table 5)	Long position	Short position
23. Further information	23. Further information from a party to an agreement under Section 317 (Please see Notes for further information required)	further information	required)	
Names of other parties	Address		Number of shares	ıres
		`		
Total number of shares in	Total number of shares in which substantial shareholder is interested under section 317 and 318			
24. Date of filing this Form 3A	rm 3A 16 06 2006	M	25. Number of continuation sheets	leets
Form 3A.	(initial)		26. Number of attachments	
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# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

- (i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,
- (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited	P	
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433

5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
SUEN	Sammy Chi Chung	孫志子
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
A607457(2)		132718070394
7. Address of Director		10. Daytime tel. No.
Flat C-5, 8 Seymour Road, Hong Kong.	śong.	25144880
		11. e-mail address

2006	(year)	
90	(month)	
15	(day)	

(year)	
(month)	
(day)	

### 14. Details of relevant event

	Relevant event	Relevant event   Code describing capacity in which   Number of	sabacity in which	Number of	Currency of	On Exchange	nange	Off Ex	Off Exchange
		6					,		<b>,</b>
	code describing circumstances	code describing   shares were/are held   shares   (see Table 2)	Jeld	shares bought/sold or	transaction	st price per	Average price	Average	Consideration
	(see Table 1)	Before relevant After r	After relevant	involved		מוֹמוֹת	Signer Signer	consideration per share	(see Table 3)
	-	event	event						(
Long position#	136@	201		9,249,126					
Short position									

# interest in share options

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

### 15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position	10,323,994	4.66
Short position		

### 16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	1,074,868	0.49
Short position		
1,000 0, 007 17	1,000,00	

\* interest in shares: 47,190 (0.02%)

# interest in share options: 1,027,678 (0.46%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

Number of shares	Short position			
Number	Long position			
Code describing capacity	(see Table 2)			

rporation Number of shares	Price on assignment			
Consideration - if derivatives granted by listed corporation	Exercise price Pri			
Consideration - if derivat	Price for grant Ex			
		sheet)		
Exercise period (dd/mm/yyyy)	Ends	e continuation sheet)		
Exer (dd <sub>/</sub>	Begins	(please see the continu		!
Code describing derivatives	(see Table 4)			
		Long position(s)		

Short position(s)					
19. Further information	19. Further information in relation to interests of children under 18 and/or spouse	ır spouse			
Nama of abild/coorse	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \			Number	Number of shares
name of cilia/spouse	Source Control of the			Long position	Short position
20. Further information	20. Further information in relation to interests of corporations controlled by Director	by Director			
Name of corporation	Address and place of incorporation	Name of controlling	% Direct interest		Number of shares
		shareholder		Long position	Short position
				Walter and the second s	

	מפטוחחע וכ						Notificel of strates	
						Long position	Short position	ition
2. Further information	n from a din	ector who is a t	rustee, or benefici	22. Further information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust	who has set up a D	iscretionary Trust		
Name of Truet	Λουσου				Status Code		Number of shares	
200	SSAIDE				(see Table 5	Long position	Short position	ition
23. Further information from a party to an agreement under Section 317	n from a par	rty to an agreen	nent under Section		( Please see Notes for further information required)	tion required)		
Names of other parties	Address					qwnN	Number of shares	
otal number of shares in	in which sub:	stantial sharehole	der is interested un	Total number of shares in which substantial shareholder is interested under section 317 and 318				
24. Date of filing this Form 3A	orm 3A	16	90	2006		25. Number of continuation sheets	ation sheets	
		(day)	(month)	(year)		j		
Form 3A.					7/2	26. Number of attachments	nents	

18. Further information in respect of derivative interests in listed corporation

Continuation Sheet

	derivatives (see	Exercise	period (dd/mm/yyyy)	Consideration pai	Consideration paid for derivatives granted by listed corporation	y listed corporation	Number of shares@
	Table 4)	Begins	Ends	Price for grant	Exercise price@	Price on assignment	
Long position(s) 409	:		05/03/2007		HK\$1.6610		368,118
	409	19/09/2001	18/09/2007		HK\$1.6610		1,415,841
	409	04/06/2002	03/06/2008		HK\$1.0000		5,663,367
	409	24/09/2002	23/09/2008		HK\$1.0000		1,801,800
							The state of the s
						and the state of t	
Short position(s)							
				-			

Notes:-

@ the exercise prices and the number of share options have been adjusted due to Share Consolidation

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

CORPORATE FINES

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

- (i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director;
- (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
LEE	Raymond Cho Min	李卓民
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
P835935(4)		262105873046
7. Address of Director		10. Daytime tel. No.
Room 2902-3, Lippo Centre, Tower Two, Admiralty, Hong Kong.		25144880
		11. e-mail address

12. Date of relevant event

2006	(year)
90	(month)
15	(day)

relevant event/ interest in the shares (if later) 13. Date when director became aware of the

(year)
(month)
(day)

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	Relevant event	Relevant event Code describing capacity	city	in which Number of	Currency of	On Exc	On Exchange	Off Ex	Off Exchange
	circumstances	circumstances (see Table 2)		sitates bought/sold or	uansacuon	st price per	Average price	Average	Consideration
	(see Table 1)	Before relevant After relevant event		involved		snare	per share	consideration per Code share (see T	Code (see Table 3)
Long position*	136@	205		17,281,800					
Short position									

interest in shares

@ the number of shares have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	21,415,858	26:0
Short position		

1.87

Total number of shares | Percentage figure (%)

4,134,058

Long position Short position

16. Total shares in listed corporation immediately after the relevant event

\* interest in shares: 19,202,000 (0.87%)

# interest in share options: 2,213,858 (0.10%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

		n			<del></del>
Number of shares	Short position				
Number	Long position			٠	
Code describing capacity	(see Table 2)				

		3	marca con bounding			
Code describing Exercise period derivatives (dd/mm/yyyy)			Consideration -	Consideration - if derivatives granted by listed corporation	sted corporation	Number of chests
(see Table 4) Begins Ends	П	l	Price for grant	Exercise price	Price on assignment	ואמוווספו סו אנשועא
		ll .			5000	
		П				
		ı				
		ı				
		l				

Short position(s)						
19. Further information	19. Further information in relation to interests of children under 18 and/or spouse	r spouse				
Name of child/cnouse	Address				Number of shares	shares
	999555				Long position	Short position
20. Further information	20. Further information in relation to interests of corporations controlled by Director	by Director				
Name of corporation	Address and place of incorporation	ntrolling	<b>%</b>	Direct	Number of shares	shares
			control	(X (X)	Long position	Short position
ODE Asia Limited	1201, 12/F, Connaught Commercial Building, 185 Wanchai Road, Wanchai	M.W.Lee & Sons Enterprises Limited	100%	<b>,</b>	17,281,800	
M.W.Lee & Sons Enterprises Limited	Room 1301, General Commercial Building, 156 Des Voeux Road Central, Hong Kong	S H.Y.& H.T.Lee Brothers & Co, Ltd.	44.5% N	7	17,281,800	
	-					
				+		

reficiary of a trust, or a person who has dunder section 317 (Please see Notes for furth	Number	Number of shares
2. Further information from a director who is a trustee, or beneficiary of a trust, or a parson who has seleme of Trust  Address  1. Further information from a party to an agreement under Saction 317 (Please see Notes for further arress of other parties  Address	Long pastion	Short position
2. Further information from a director who is a truete, or baneficiary of a truet, or a person who has a sense of Truet  Address  Further information from a party to an agreement under Section 317 (Please see Notes for further ries of other particles Address  Address  Address  Date of filing the Form 3A 16 06 2006 Rammer  Administration of the Form 3A 16 06 2006 Rammer  Administration of the Form 3A 16 06 2006 Rammer  Administration of the Form 3A 16 06 2006 Rammer		
E. Further information from a director who is a truetes, or beneficiary of a trust, or a person who has end of Trust  Address  Further information from a party to an agreement under Section 317 (Please see Notes for further mess of other parties  Address  al number of shares in which substantial shareholder is interested under section 317 and 318  Date of filing this Form 34  16 06 2006  Ramman		
E. Further information from a director who is a truelas, or beneficiary of a truet, or a person who has a smile of Trust  Address  Further information from a party to an agreement under Section 317 (Please see Notes for further mass of other parties Address  Addre		
Further information from a party to an agreement under Section 317 (Please see Notes for further mass of other parties.  Address  al number of shares in which substantial shareholder is thterested under section 317 and 318  Date of filing this Form 3.4  16 06 2006 Rayman	eat up a Discretionary Trust	
Further information from a party to an agreement under Section 317 (Please see Notes for further mess of other particle Address  al number of afteres in which substantial shareholder is interested under section 317 and 318  Date of Ming this Form 3A 16 06 2006	Status Code Number of sheres	of shares
Further information from a party to an agreement under Section 317 (Please see Notes for further mes of other parties Address  I number of afteres in which substantial shareholder is interested under section 317 and 318  Date of filing this Form 3A 16 06 2006 Remman	(see Table 5) Long position	Shart position
Further information from a party to an agreement under Section 317 (Please see Notes for further mes of other parties Address		
Further information from a party to an agreement under Section 317 (Please see Notes for further mass of other parties.  Address  Inumber of strates in which substantial shareholder is interested under section 317 and 318  Date of filing this Form 3A 16 06 2006 Ramman		
Further information from a party to an agreement under Section 317 (Please see Notes for further mass of other parties Address Address Address Address In which substantial shareholder is interested under section 317 and 318  Date of filing this Form 3A 16 06 2006 Represent		
The sof other parties Address  If number of shares in which substantial shareholder is interested under section 317 and 318  Date of filing this Form \$A 16 06 2006 Representations of the standard of the section 317 and 318 (day) (day) (day)		
If number of shares in which substantial shareholder is interested under section 317 and 318  Sale of filing this Form 3A 16 06 2006 Represent		
Inumber of shares in which substantial shareholder is interested under section 317 and 318  Nate of filing this Form 3A 16 06 2006 Registration 16	Number of shares	sharea
I number of shares in which substantial shareholder is interested under section 317 and 318  Taphen of filing this Form SA 16 06 2006 Represent		
Date of filing this Form 3A 16 06 2006 Raphern C.		
16 06 2006 (day) (month)		
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(Indian) (year)	LCL 28. Number of continuation sheets	sthoots
	26. Number of attachments	

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

(i) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,

OFFICE OF INTERNATIONAL CORPORATE FINANCE

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RECEIVED

- (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of Director (English) as printed on HKID/Passpor	printed on HKID/Passport	8. Name of Director (Chinese)
	Raymond Cho Min	李卓民
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
P835935(4)		262105873046
7. Address of Director		10. Daytime tel. No.
Room 2902-3, Lippo Centre, Tower Two, Admiralty, Hong Kong.	r Two, Admiralty, Hong Kong.	25144880
		11. e-mail address

2006	(year)
90	(month)
15	(day)

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director became aware of the	I interest in the shares (if later)
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	עפוניים וו מיפווו	Neicyani eveni Code describing capacity in which	Japacity III WIIICII		o for income		ממ		200
	code describing circumstances	code describing shares were/are held circumstances (see Table 2)	neid	snares bought/sold or	transaction	st price per	Average price	Average Consideration per Code	Consideration
	(see Table 1)	Before relevant After relevant	After relevant	involved		מפוס	ספו אומוע	consideration per	(see Table 3)
		event	event						(200 : 40)
Long position#	136@	201		1,992,473					
Short position									

# interest in share options

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before

the relevant event

	Total number of shares	Percentage figure (%)
Long position	4,134,058	1.87
Short position		

16. Total shares in listed corporation immediately after the relevant event

	Total number of shares	Percentage figure (%)
Long position*#	2,141,585	0.97
Short position		

\* interest in shares: 1,920,200 (0.87%)

# interest in share options: 221,385 (0.10%)

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

	,			
of shares	Short position			
Number of shares	Long position			
Code describing capacity	(see Table 2)			

@ the exercise prices and the number of share options have been adjusted due to Share Consolidation

		177	596	Τ_	
Number of shares@	)	1,982,177	10,296		
sted corporation	Price on assignment				
Consideration - if derivatives granted by listed corporation	Exercise price@	HK\$1.0000	HK\$1.0000		
Consideration	Price for grant				
Exercise period (dd/mm/yyyy)	Ends	03/06/2008	23/09/2008		·
Exercis (dd/m	Begins	04/06/2002	24/09/2002		
Code describing derivatives (see Table 4)		409	409		
		Long position(s)			

Short position(s)							
							-   -
19. Further information	19. Further information in relation to interests of children under 18 and/or spouse	Vor spouse					ı
Name of child/spouse	Address				Number	Number of shares	
				L	Long position	Short position	
							ı
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20. Further information	20. Further information in relation to interests of corporations controlled by Director	ed by Director					٦
Name of corporation	Address and place of incorporation	Name of controlling	%	Direct interest	Number	Number of shares	
		snarenoider		(Y/N)	Long position	Short position	-
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21. Further information in relation to interests held by Director jointly with another person

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### FORM 3 A

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of :

- (f) Acquiring an inferest in shares or a short position in shares of a listed corporation of which he is a director,
  - (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

## This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
TAN	Boon Seng	<b>陳文</b> 年
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
K605919(8)		711524293933
7. Address of Director		40 Posts
Poem 1508 07 16/5 0 0::		to. Dayume tel. No.
room 1909-07, 197F., 9 Queen's Road, Central, Hong Kong.	oad, Central, Hong Kong.	2514488D

### 12. Date of relevant event

2006	(year)
90	(month)
15	(day)

ware of the shares (If later)	(scort)
Date when director became aware of the relevant event interest in the shares (If later)	(month)
13. Date when director became aware of the relevant event/interest in the shares (If la	(dav)

11. e-mail address

25144880

### 14. Details of relevant event

	tion		) (E ¢				
Off Exchange	Considera	Code	(see Table 3)				
Off Exc	Average Consideration	consideration per Code	share	-		-	
On Exchange	Highest price per Average price	per share					
On Ex	Highest price per	share					
Currency of							
Number of shares	bought/sold or	involved			1,992,473		
capacity in which		After relevant	event				
Code describing shares have be	(see Table 2)	Before relevant After r	event	700	107	-	
Relevant event Code describing capacity in which Number of code describing shares were/are held	circumstances	(see Table 1)		436@	3)		
				l one position	Forig position	Chort perities	Silon position

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
Long position#	2,213,858	0.10
Short position		
# Interest in share options		

Percentage figure (%)

Total number of shares

221,385

Long position# Short position

16. Total shares in listed corporation immediately after

the relevant event

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

	Short position			
Number of shares	Short			
Num	Long position			- Proprieta de la Carta de la
Code describing capacity	(see Table 2)			

 @ the exercise prices and the number of share options have been adjusted due to Share Consolidation

Consideration derivatives         Consideration - if derivatives granted by listed corporation         Number of shares           derivatives         (dd/mm/lyyy)         Price for grant         Exercise price@         Price on assignment           409         04/06/2002         03/06/2008         HK\$1.0000         1,982,177           409         24/09/2002         23/09/2008         HK\$1.0000         10,296		Jan and the						
Begins         Ends         Price for grant         Exercise price@         Price on assignment           04/06/2002         03/06/2008         HK\$1.0000         1,9           24/09/2002         23/09/2008         HK\$1.0000         1,9	code descr derivatives	Bulgi		m/yyyy)	Consideration	- if derivatives granted by lis	ited corporation	
04/06/2002 03/06/2008 HK\$1.0000 1,9	Table	€	Begins	Ends	Price for grant	Exercise price@	one of a	Number of shares
24/09/2002 23/09/2008 HK\$1.0000 1,9	406		04/06/2002	03/08/2008		Security Sec	rice on assignment	
24/09/2002 23/09/2008 HK\$1.0000				0000000		HK\$1.0000		1 982 177
TRAT. JULIU	6	ത	24/09/2002	23/09/2008		UV#4 0000		
						0000.1471		10.296
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. Further information i	19. Further information in relation to interests of children under 18 and/or spouse	esnods				
Name of child/spouse	Address				Number of shares	of shares
				-	Long position	Short position
Further Information	20. Further information in relation to interests of corporations controlled by Director	y Director				
Name of corporation	Address and place of incorporation	Name of controlling	%	Direct interest	Number of shares	of shares
				(V/N)	Long position	Short position
						The second secon

22. Further information from a director who is a trustee, or beneficiary of a trust, or a person who has set up a Discretionary Trust  Name of Trust  Address  23. Further information from a party to an agreement under Section 317. (Please see Notes for further information required)  Number of shares  Address  Number of shares  Short position  Short position  Number of shares  Address  24. Date of filling this Form 3A.  25. Number of shares in which substantial shareholder is interested under section 317 and 316.  26. Number of shareholder in the shareholder	Name of joint shareholder Address	Address			Number of shares	fshares
on who has set up a Discretionary Trust Status Code (see Table 5) Long position tes for further information required)  Number of schar (25. Number of attachments (26. Number of attach					Long position	Short position
on who has set up a Discretionary Trust Status Code (see Table 5) Long position  Number of shar  25. Number of continuation she						
on who has set up a Discretionary Trust  Status Code (see Table 5)  Long position  Number of shares for further information required)  Status Code (see Table 5)  Long position  Number of shares are a state of shares are						
on who has set up a Discretionary Trust  Status Code (see Table 5) Long position  Long position  Number of shart  25. Number of continuation she						
(see Table 5) Long position tes for further information required)  Number of shar  25. Number of attachments	. Further information f	rom a director who is a trustee, or beneficia	ary of a trust, or a person who has se	et up a Discreti	ionary Trust	
tes for further information required)  Number of share  25. Number of attachments	ime of Trust	Address	Ste	atus Code	Ι.	fshares
tes for further information required)  Number of shares  25. Number of continuation sheets			s)	e Table 5)	Long position	Short position
tes for further information required)  Number of shares  25. Number of continuation sheets						
tes for further information required)  Number of shares  25. Number of continuation sheets						
Number of shares  1.5. Number of continuation sheets  25. Number of attachments						
Number of shares  25. Number of continuation sheets  26. Number of attachments	Further information f	rom a party to an agreement under Section		information re	anired	
25. Number of continuation sheets	mes of other parties	Address	1			sharoe
25. Number of continuation sheets						0010
25. Number of continuation sheets 26. Number of attachments						
of filing this Form 3A 16 06 2006 (year) (month) (year) 25. Number of continuation sheets 25. Number of attachments	tal number of shares in v	which substantial shareholder is interested und	er section 317 and 318			
(day) (month) (year) (year) 26. Number of attachments	. Date of filing this Forr	16	7		25 Minnehouse	
20. Number of attachments	т 3А.		(year) John:	The state of the s	co. Number of condinuation	n sneets
		Confirmate American Light can be provided as	den der den der den		26. Number of attachments	To the second se

# DIRECTOR'S/CHIEF EXECUTIVE'S NOTICE - INTERESTS IN SHARES OF LISTED CORPORATION

## Notice pursuant to s. 347 of Part XV of the Securities and Futures Ordinance (Cap. 571)

Form for use by a director or chief executive ("director") giving an Initial Notification or notice of:

- (l) Acquiring an interest in shares or a short position in shares of a listed corporation of which he is a director,
- (ii) Changes in the nature of his interest in such shares; and
- (iii) Ceasing to have an interest in such shares (complete Boxes 1 to 16 and 24 only).

This Form must be completed in accordance with the directions and instructions in the Notes to Form 3A.

1. Name of listed corporation		
Wo Kee Hong (Holdings) Limited		
2. Stock code	720	4. Number of issued shares in class
3. Class of shares	Ordinary	221,615,433
5. Name of Director (English) as printed on HKID/Passport		8. Name of Director (Chinese)
LEE	Wing Sum	<u> </u>
(Surname)	(Other names)	
6. HKID/Passport No.	Country of issue of Passport	9. Chinese Character Code
A001574(4)		262130572773
7. Address of Director		10. Daytime tel. No.
Flat A1, 17/F., Villa Monte Rosa, 41A Stubbs Road, Hong Kong.	A Stubbs Road, Hong Kong.	25144880
		11. e-mail address

2006	(year)
90	(month)
15	(day)

_	relevant event interest in the shares (if later)
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13. Date when director became aware of the	st ::
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	code describing circumstances	code describing   shares were/are held circumstances   (see Table 2)		shares bought/sold or	transaction	Highest price per Average price	Average price	Average Consideration per Code	Consideration
	(see Table 1)	Before relevant After releving	After relevant	involved			)	share	(see Table 3)
		event	event						
Long position	136@	201		50,131,030					
Short position									

@ the number of shares entitled for the share options granted have been adjusted due to Share Consolidation

15. Total shares in listed corporation immediately before the relevant event

	Total number of shares	Percentage figure (%)
ong position#	55,701,144	2.51
Short position		

2.51

5,570,114

Long position# Short position

Percentage figure (%)

Total number of shares

16. Total shares in listed corporation immediately after

the relevant event

# Interest in share options

17. Capacity in which interests disclosed in Box 16 are held (required for Initial Notification only)

Number of shares	Long position Short position			•
Code describing capacity	(see Table 2)			

@ the exercise prices and the number of share options have been adjusted due to Share Consolidation

	Code describing	Exercis (dd/mr	Exercise period (dd/mm/yyyy)	Consideration	Consideration - if derivatives granted by listed corporation	sted corporation	Number of shares
	(see Table 4)	Bagins	Ends	Price for grant	Exercise price	Price on assignment	
Long position(s)	409	16/09/2001	15/09/2007		HK\$1.6610		49,554,454
	409	24/09/2002	23/09/2008		HK\$1.0000		576,576

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### Wo Kee Hong (Holdings) Limited

(Incorporated in Bermuda with limited liability)

Minutes of Meeting of Executive Directors' Committee of the Company held at 10/F., Block B, Wo Kee Hong Building, 585-609 Castle Peak Road, Kwai Chung, New Territories, Hong Kong on 21 March 2006

Present:

Mr. Richard Man Fai LEE

Mr. Sammy Chi Chung SUEN 2

Mr. Jeff Man Bun LEE

Mr. Tik Tung WONG

### 1. Chairman

Mr. Richard Man Fai LEE took the chair of the Meeting.

### 2. Quorum

The necessary quorum for the Meeting was present.

### 3. Expiry of Share Options

It was noted that Pursuant to the Clause 7(a) of the 1991 Share Option Scheme adopted by the Company on 22 June 1991, the Options should lapse automatically on the expiry of the Option Period.

It was reported and confirmed that the Options listed on the Appendix lapsed as at the respective expiry dates.

### 4. Termination

There being no further business, the Chairman declared the Meeting closed.

Chairman

Name of the employees	Expiry date of the Option Period	No. of Options lapsed 1991 Share Option Scheme
CHEUNG King Ngong	14-Mar-06	9,438
FUNG Wai Fun	14-Mar-06	7,865
HO Wai Ching	14-Mar-06	9,438
LEUNG Shiu Fung	14-Mar-06	12,584
LO Shing Chuen	10-Mar-06	15,730
WONG Hang Tai	15-Mar-06	7,865
LEE Man Fai Richard	17-Mar-06	5,506,048
LEE Wing Sum	20-Mar-06	4,719,470
NG Lai Yin (Ng Sum Yu)	17-Mar-06	471,944
SUEN Chi Chung Sammy	21-Mar-06	786,575
TAM Suk Yee	17-Mar-06	47,192
Total no. of share options lapsed		11,594,149